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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

SAMHITA GERA and DENISH
BHAVSAR, derivatively on behalf of
IOVANCE BIOTHERAPEUTICS, INC.,

Plaintiffs,

v.

FREDERICK G. VOGT, JEAN-MARC
BELLEMIN, IGOR P. BILINSKY,
DANIEL G. KIRBY, IAIN DUKES,
ATHENA COUNTOURIOTIS, RYAN
MAYNARD, WAYNE ROTHBAUM,
MICHAEL WEISER, and WENDY L.
YARNO,

Defendants,

and

IOVANCE BIOTHERAPEUTICS,
INC.,

Nominal Defendant.

Case No.:

DEMAND FOR JURY TRIAL

**VERIFIED SHAREHOLDER
DERIVATIVE COMPLAINT**

INTRODUCTION

Plaintiffs Samhita Gera and Denish Bhavsar (“Plaintiffs”), by Plaintiffs’ undersigned attorneys, derivatively and on behalf of nominal defendant Iovance Biotherapeutics, Inc. (“Iovance” or the “Company”), file this Verified Shareholder Derivative Complaint against defendants Frederick G. Vogt (“Vogt”), Jean-Marc Bellemin (“Bellemin”), Igor P. Bilinsky (“Bilinsky”), Daniel G. Kirby (“Kirby”), Iain Dukes (“Dukes”), Athena Countouriotis (“Countouriotis”), Ryan Maynard (“Maynard”), Wayne Rothbaum (“Rothbaum”), Michael Weiser (“Weiser”), and Wendy L. Yarno (“Yarno”) (collectively, the “Individual Defendants,” and together with Iovance, “Defendants”) for breaches of their fiduciary duties as directors and/or officers of Iovance, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and against Defendants Vogt, Bellemin, Bilinsky, and Kirby for contribution under Sections 10(b) and 21D of the Exchange Act. As for Plaintiffs’ complaint against the Individual Defendants, Plaintiffs allege the following based upon personal knowledge as to Plaintiffs and Plaintiffs’ own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through Plaintiffs’ attorneys, which included, among other things, a review of the Defendants’ public documents, conference calls and announcements made by Defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding Iovance, legal filings, news reports, securities analysts’ reports and advisories about the Company, and information readily obtainable on the Internet. Plaintiffs believe that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a shareholder derivative action that seeks to remedy wrongdoing committed by the Individual Defendants from May 9, 2024 through May 8, 2025, inclusive (the “Relevant Period”).

2. Iovance is a Delaware-incorporated commercial-stage biopharmaceutical

1 company that focuses on the development and commercialization of cell therapies using
2 autologous tumor infiltrating lymphocytes (“TIL”), purportedly for the treatment of
3 metastatic melanoma and other solid tumor cancers. The Company’s key product is
4 Amtagvi, a tumor-derived autologous T cell immunotherapy developed to treat adult
5 patients with unresectable or metastatic melanoma previously treated with a PD-1 blocking
6 antibody, and if BRAF V600 mutation positive, a BRAF inhibitor with or without a MEK
7 inhibitor. The Company received FDA approval for Amtagvi on February 16, 2024 and
8 commercially launched Amtagvi on February 20, 2024.

9 3. The Company also markets Proleukin, an interleukin-2 (“IL-2”) product used
10 in the Amtagvi treatment regimen and in other applications. Treatments are conducted at
11 authorized treatment centers (“ATCs”) in the United States, with regulatory approvals
12 purportedly anticipated in both the United Kingdom and Canada in 2025.

13 4. Despite these promising ventures, during the Relevant Period, the Individual
14 Defendants continuously and materially created the false impression that Iovance
15 possessed reliable information pertaining to the Company’s projected revenue outlook and
16 anticipated growth while also minimizing risks associated with seasonality and
17 macroeconomic fluctuations. For example, on May 9, 2024, the Company issued a press
18 release announcing its financial results for the first quarter ended March 31, 2024 and an
19 update on recent developments (the “Q1 2024 Press Release”).

20 5. The Q1 2024 Press Release touted the Company’s financial results. Indeed, in
21 discussing the Amtagvi launch, the Q1 2024 Press Release stated, in relevant part:

22 Frederick Vogt, Ph.D., J.D., Interim President and Chief Executive Officer of
23 Iovance, stated, “The first quarter of 2024 was transformative for Iovance
24 following our first FDA approval and our ***strong start for the U.S. commercial***
25 ***launch***¹ of Amtagvi™ for patients with advanced melanoma. Immediate
26 demand for Amtagvi is very high and continues to significantly increase
27 across initial ATCs. As of today, more than 100 patients have already enrolled
for Amtagvi therapy. We have successfully manufactured and delivered

28 ¹ All emphasis has been added unless otherwise noted herein.

1 Amtagvi to many ATCs where commercial patients are being treated. *We*
2 *expect our launch momentum to remain strong and continue to build as we*
3 *ramp up the U.S. launch throughout 2024 with the authorization of*
4 *additional ATCs. We also continue to execute across our broad clinical*
5 *pipeline.* As a fully integrated company, Iovance is well positioned to remain
6 the global leader in innovating, developing, and delivering TIL cell therapy
7 for patients with cancer.

8 6. Additionally, the Q1 2024 Press Release touted the purported success of the
9 Company's onboarding of ATCS, stating: "***Onboarding is complete at more than 40 U.S.***
10 ***ATCs, up from 30 initial ATCs at approval. Iovance remains on track to onboard***
11 ***approximately 50 ATCs by the end of May 2024 and experts have more than 70 ATCs***
12 ***onboarded by the end of 2024.***" The press release also discussed anticipated revenues,
13 stating that "***[t]he U.S. launch of Amtagvi, and additional sales of Proleukin® used with***
14 ***the treatment regimen, are expected to drive significant revenue for Iovance in 2024.***"

15 7. However, these rosy representations failed to disclose, *inter alia*, that the new
16 ATCs were experiencing longer timelines to begin treating patients with Amtagvi and that,
17 as a result, the Company was unlikely to be able to achieve the revenues and meet the
18 guidance it had previously announced to investors during the Relevant Period.

19 8. The truth fully emerged on May 8, 2025, after the market closed, when the
20 Company released its first quarter 2025 financial results, reporting a quarterly total product
21 revenue of \$49.3 million, a noteworthy decline from the prior quarter's \$73.7 million.
22 Iovance also announced its full fiscal year 2025 total product revenue guidance, which
23 reduced the previous prediction of \$450-\$475 million to \$250-\$300 million, over 40% at
24 the midpoint. The Company also stated its intent to revise its full-year guidance to reflect
25 the recent launch dynamics of Amtagvi.

26 9. On this news, the price of the Company's stock fell \$1.42 per share, or
27 approximately 44.8%, from a closing price of \$3.17 per share on May 8, 2025 to close at
28 \$1.75 per share on May 9, 2025.

10. During the Relevant Period, the Individual Defendants breached their

1 fiduciary duties by personally making and/or causing the Company to make to the investing
2 public a series of materially false and misleading statements regarding the Company's
3 business, operations, and prospects. Specifically, the Individual Defendants willfully or
4 recklessly made and/or caused the Company to make false and misleading statements that
5 failed to disclose, *inter alia*, that: (1) the new ATCs were experiencing longer timelines to
6 begin treating patients with Amtagvi; (2) the Company's sales team and new ATCs were
7 ineffective in patient identification and patient selection for Amtagvi, leading to higher
8 patient drop-offs; and (3) the foregoing dynamics led to higher costs and lower revenue
9 because ATCs could not keep pace with manufactured product. As a result of the foregoing,
10 the Company's statements about its business, operations, and prospects were materially
11 false and misleading and/or lacked a reasonable basis at all relevant times.

12 11. Moreover, one of the Individual Defendants breached their fiduciary duties by
13 engaging in lucrative insider trading while the Company's stock was artificially inflated as
14 a result of the Individual Defendants' false and misleading statements discussed herein,
15 reaping personal profits of approximately \$503,000.

16 12. In light of the Individual Defendants' misconduct—which has subjected the
17 Company and its Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"),
18 Chief Operating Officer ("COO"), and Chief Commercial Officer ("CCO") to two federal
19 securities fraud class action lawsuits pending in the United States District Court for the
20 Northern District of California (the "Securities Class Actions"), and which has further
21 subjected the Company to the need to undertake internal investigations, the need to
22 implement adequate internal controls, losses from the waste of corporate assets, and losses
23 due to the unjust enrichment of the Individual Defendants who were improperly
24 overcompensated by the Company and/or who benefitted from the wrongdoing alleged
25 herein—the Company will have to expend many millions of dollars.

26 13. The Company has been substantially damaged as a result of the Individual
27 Defendants' knowing or highly reckless breaches of fiduciary duty and other misconduct.
28

1 14. In light of the breaches of fiduciary duty engaged in by the Individual
2 Defendants, most of whom are the Company's current directors, of the collective
3 engagement in fraud and misconduct by the Company's directors, of the substantial
4 likelihood of the directors' liability in this derivative action and of Defendant Vogt's,
5 Defendant Bellemin's, Defendant Bilinsky's, and Defendant Kirby's liability in the
6 Securities Class Actions, and of their not being disinterested and/or independent directors,
7 a majority of the Company's Board of Directors ("Board") cannot consider a demand to
8 commence litigation against themselves on behalf of the Company with the requisite level
9 of disinterestedness and independence.

10 **JURISDICTION AND VENUE**

11 15. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1331
12 because Plaintiffs' claims raise a federal question under Section 10(b) of the Exchange Act
13 (15 U.S.C. § 78j(b)), and Section 21D of the Exchange Act (15 U.S.C. § 78u-4(f)).
14 Plaintiffs' claims also raise a federal question pertaining to the claims made in the
15 Securities Class Actions based on violations of the Exchange Act.

16 16. This Court has supplemental jurisdiction over Plaintiffs' state law claims
17 pursuant to 28 U.S.C. § 1367(a).

18 17. This derivative action is not a collusive action to confer jurisdiction on a court
19 of the United States that it would not otherwise have.

20 18. Venue is proper in this District because Iovance's principal executive offices
21 are in this District. In addition, a substantial portion of the transactions and wrongs
22 complained of herein occurred in this District, the Defendants have conducted business in
23 this District, and Defendants' actions have had an effect in this District.

24 **PARTIES**

25 **Plaintiffs**

26 19. Plaintiffs are current shareholders of Iovance. Plaintiffs have continuously
27 held Iovance common stock at all relevant times.
28

Nominal Defendant Iovance

20. Iovance is a Delaware corporation with its headquarters at 825 Industrial Road, Suite 100, San Carlos, California 94070. Iovance's common stock trades on The Nasdaq Stock Market LLC ("NASDAQ") under the ticker symbol "IOVA."

Defendant Vogt

21. Defendant Vogt has served as the Interim CEO and President of the Company since June 2021. He has also served as the General Counsel of Iovance since July 2017 and as a Company director since June 2024. In addition, Defendant Vogt serves as a member of the Scientific Committee.

22. For the fiscal year ended December 31, 2024 (the "2024 Fiscal Year"), Defendant Vogt received \$10,953,193 in total compensation from the Company. This included \$730,060 in salary, \$9,969,063 in stock awards, \$237,270 in non-equity incentive plan compensation, and \$16,800 in all other compensation.

23. The Schedule 14A the Company filed with the SEC on April 28, 2025 (the "2025 Proxy Statement") stated the following about Defendant Vogt:

- Joined Iovance in September 2016
- Has led the Company's construction of the Iovance Cell Therapy Center, acquisition of Proleukin®, and approval and launch of Amtagvi
- Previously practiced law at the international firm of Morgan, Lewis & Bockius LLP, focusing on intellectual property and business law in the life sciences and representing clients in patent strategy, transactional, and litigation matters
- Served in numerous scientific, management, and legal roles of increasing responsibility over a period of 13 years at GlaxoSmithKline, where he primarily focused on oncology and cardiovascular drug development
- Received a B.S. in Chemistry from Ursinus College, a Ph.D. in Chemistry from the Pennsylvania State University, and a J.D. from Temple University

Defendant Bellemin

24. Defendant Bellemin has served as the Company's CFO since December 2020.

25. For the 2024 Fiscal Year, Defendant Bellemin received \$3,247,940 in total compensation from the Company. This included \$551,238 in salary, \$2,557,873 in stock awards, \$124,029 in non-equity incentive plan compensation, and \$14,800 in all other compensation.

26. The 2025 Proxy Statement stated the following about Defendant Bellemin:

- Previously served as Executive Vice President of Finance and Chief Financial Officer of Gritstone Oncology, Inc., a publicly traded company developing cancer immunotherapies, from January 2018 to November 2020
- Served as Senior Vice President, Market Access, Business Solutions and Services of Actelion Pharmaceuticals US Inc., a commercial biotechnology company, from January 2008 to December 2017
- Received a two-year university degree in economics, a master's degree in finance from Université Paris Dauphine, a postgraduate degree in finance and accounting from Université Paris II Panthéon-Assas and an M.B.A. from the ESSEC Business School in Paris, France

Defendant Bilinsky

27. Defendant Bilinsky has served as the Company's COO since March 2021.

28. For the 2024 Fiscal Year, Defendant Bilinsky received \$3,247,940 in total compensation from the Company. This included \$551,238 in salary, \$2,557,873 in stock awards, \$124,029 in non-equity incentive plan compensation, and \$14,800 in all other compensation.

29. The 2025 Proxy Statement stated the following about Defendant Bilinsky:

- Has more than 20 culminative leadership experience through prior roles as Chief Executive Officer, Chief Operating Officer, and Chief Business Officer at companies within the life sciences industry
- Prior to joining the Company, served as Chief Business Officer of Oncternal Therapeutics, Inc., from September 2019 to March 2021.

- Received a B.S. in physics from the Moscow Institute of Physics and Technology and a Ph.D. in physics from the Massachusetts Institute of Technology

Defendant Kirby

30. Defendant Kirby has served as the Company's CCO since February 2025.

31. The 2025 Proxy Statement stated the following about Defendant Kirby:

- Led global commercial strategy and operations for an emerging cell therapy platform of products as CCO of Orca Bio
- Served as CCO at Omeros Corporation from 2018 to 2020, overseeing the U.S. and EU launch readiness for narsoplimab targeting complications post hematopoietic stem cell transplantation as well as commercial activities

Defendant Dukes

32. Defendant Dukes has served as Chairman of the Board since August 2016. He also serves as Chair of the Nominating and Corporate Governance Committee.

33. For the 2024 Fiscal Year, Defendant Dukes received \$2,618,992 in total compensation from the Company. This included \$90,000 in fees earned or paid in cash and \$2,528,992 in deferred restricted stock unit awards.

34. The 2025 Proxy Statement stated the following about Defendant Dukes:

- Currently is a Venture Partner at OrbiMed Advisors LLC and the CEO of Eilean Therapeutics LLC
- Served as Senior Vice President and Head of Business Development and Licensing for Merck Research Laboratories from August 2013 to May 2016
- Holds M.J. and Doctor of Philosophy degrees from the University of Oxford, a M.S. degree in Cardiovascular Studies from the University of Leeds and a Bachelor of Science degree in Pharmacology from the University of Bath

Defendant Countouriotis

35. Defendant Countouriotis has served as a Company director since June 2019.

1 She also serves as a member of the Compensation Committee and the Nominating and
2 Corporate Governance Committee.

3 36. For the 2024 Fiscal Year, Defendant Countouriotis received \$1,329,492 in
4 total compensation from the Company. This included \$65,000 in fees earned or paid in
5 cash and \$1,264,492 in deferred restricted stock unit awards.

6 37. The 2025 Proxy Statement stated the following about Defendant
7 Countouriotis:

- 8 • Serves as the co-founder and Chief Executive Officer of Avenzo
9 Therapeutics, a private biotechnology company focused on oncology
- 10 • Was the President and Chief Executive Officer and a board member of
11 Turning Point Therapeutics from 2018 until it was acquired by Bristol-
12 Myers Squibb in August 2022
- 13 • Serves on the board of directors at BioMarin and Passage Bio, and
14 privately held biotechnology companies Capstan Therapeutics, Leal
15 Therapeutics and Recludix Therapeutics
- 16 • Holds an undergraduate degree from the University of California, Los
17 Angeles and an M.D. from the Tufts University School of Medicine.
18 She received training at the University of California, Los Angeles and
19 at the Fred Hutchinson Cancer Research Center in the Pediatric
20 Hematology-Oncology Program

21 **Defendant Maynard**

22 38. Defendant Maynard has served as a Company director since February 2015.
23 He also serves as the Chair of the Audit Committee.

24 39. For the 2024 Fiscal Year, Defendant Maynard received \$1,329,492 in total
25 compensation from the Company. This included \$65,000 in fees earned or paid in cash and
26 \$1,264,492 in deferred restricted stock unit awards.

27 40. During the Relevant Period, while the Company's stock price was artificially
28 inflated and before the scheme was exposed, Defendant Maynard made the following sales
of Company common stock:

Date	Number of Shares	Avg. Price/Share (\$)	Proceeds (\$)
November 12, 2024	50,000	\$10.06	\$503,000

Thus, in total, before the fraud was exposed, Defendant Maynard sold 50,000 shares of Company stock on inside information, for which he received approximately \$503,000 in total proceeds. His insider sales, made with knowledge of material nonpublic information before the material misstatements and omissions were exposed, demonstrate his motive in facilitating and participating in the scheme.

41. The 2025 Proxy Statement stated the following about Defendant Maynard:

- Served as Chief Financial Officer of Cara Therapeutics, Inc., a publicly traded commercial-stage biopharmaceutical company, LetsGetChecked, Blade Therapeutics, Inc., a privately held biotechnology company, Rigel Pharmaceuticals, Inc., a public commercial-stage drug development company, and Rigel
- Holds a B.S. in Commerce - Accounting from Santa Clara University

Defendant Rothbaum

42. Defendant Rothbaum has served as a Company director since June 2016. He also serves as a member of the Compensation Committee and Scientific Committee.

43. For the 2024 Fiscal Year, Defendant Rothbaum received \$1,919,000 in total compensation from the Company. This included \$240,000 in fees earned or paid in cash and \$1,679,000 in deferred restricted stock unit awards.

44. The 2025 Proxy Statement stated the following about Defendant Rothbaum:

- Founded and serves as president of Quogue Capital, a single-family office private equity fund focused on investing and supporting small to midcap life sciences companies
- Co-founded and was the Executive Chairman of Acerta Pharma, a private life sciences company he later sold to AstraZeneca. Acerta's lead drug, Calquence® (acalabrutinib) was approved by the FDA for mantle cell lymphoma in 2017 and chronic lymphocytic leukemia in 2020, and also co-founded Kartos Therapeutics following the in-license

of an investigational MDM2 inhibitor from Amgen and Telios Pharma after licensing a novel targeted therapy from Merck KGaA to treat selected blood cancers and ophthalmology diseases

- Taken a leadership role in transforming the Company, restructuring and reorganizing our Board of Directors, senior management and overall clinical operations and strategy, and he is the Company's largest shareholder
- Graduated Phi Beta Kappa from Binghamton University in 1990 with a dual major in political science and psychology and received his MA in international economics from The George Washington University

Defendant Weiser

45. Defendant Weiser has served as a Company director since March 2018. He also serves as the Chair of the Compensation Committee and as a member of the Audit Committee, Nominating and Corporate Governance Committee, and Scientific Committee.

46. For the 2024 Fiscal Year, Defendant Weiser received \$2,423,992 in total compensation from the Company. This included \$320,000 in fees earned or paid in cash and \$2,103,992 in deferred restricted stock unit awards.

47. The 2025 Proxy Statement stated the following about Defendant Weiser:

- Founded and has been a principal of Actin Biomed LLC, a healthcare investment firm focused on the discovery and development of novel treatments, since 2006
- Served as the chairman of the board of directors of Chelsea Therapeutics International, Ltd., a development stage pharmaceutical company that was acquired by H. Lundbeck A/S in 2014, served on the board of directors of Ziopharm Oncology, Inc., a publicly traded biopharmaceutical company focused on immunotherapies in oncology, and served on the board of directors of Emisphere Technologies, Inc., a pharmaceutical and drug delivery company
- Holds a B.A. in Psychology from the University of Vermont, received his M.D. from New York University School of Medicine and completed his Ph.D. in Molecular Neurobiology at Cornell University Medical College

Defendant Yarno

1 48. Defendant Yarno has served as a Company director since June 2023. She also
2 serves as a member of the Audit Committee.

3 49. For the 2024 Fiscal Year, Defendant Yarno received \$902,242 in total
4 compensation from the Company. This included \$57,500 in fees earned or paid in cash and
5 \$844,742 in deferred restricted stock unit awards.

6 50. The 2025 Proxy Statement stated the following about Defendant Yarno:

- 7 • Had a 26-year long career at Merck & Co., Inc. in commercial and
8 human resource positions of increasing seniority, such as Executive
9 Vice President and Chief Marketing Officer
- 10 • Currently serves on the board of directors of publicly traded life
11 sciences companies Ideaya Bio, Inc., Tarsus Pharmaceuticals, Inc., and
12 Inovio Pharmaceuticals, Inc., and she formerly served on the boards of
13 St. Jude Medical, Inc., MyoKardia, Inc., Medivation, Inc., Global
14 Blood Therapeutics, Inc., Aratana Therapeutics, Inc., Alder
Biopharmaceuticals, Inc. and Durata Therapeutics, Inc., prior to their
acquisitions.
- 15 • Received a B.S. in Business Administration from Portland State
16 University and an M.B.A. from Temple University

17 **FIDUCIARY DUTIES OF THE INDIVIDUAL DEFENDANTS**

18 51. By reason of their positions as officers, directors, and/or fiduciaries of Iovance
19 and because of their ability to control the business and corporate affairs of Iovance, the
20 Individual Defendants owed Iovance and its shareholders fiduciary obligations of trust,
21 loyalty, good faith, and due care, and were and are required to use their utmost ability to
22 control and manage Iovance in a fair, just, honest, and equitable manner. The Individual
23 Defendants were and are required to act in furtherance of the best interests of Iovance and
24 its shareholders so as to benefit all shareholders equally.

25 52. Each director and officer of the Company owes to Iovance and its shareholders
26 the fiduciary duty to exercise good faith and diligence in the administration of the Company
27 and in the use and preservation of its property and assets and the highest obligations of fair
28

1 dealing.

2 53. The Individual Defendants, because of their positions of control and authority
3 as directors and/or officers of Iovance, were able to and did, directly and/or indirectly,
4 exercise control over the wrongful acts complained of herein.

5 54. To discharge their duties, the officers and directors of Iovance were required
6 to exercise reasonable and prudent supervision over the management, policies, controls,
7 and operations of the Company.

8 55. Each Individual Defendant, by virtue of their position as a director and/or
9 officer, owed to the Company and to its shareholders the highest fiduciary duties of loyalty,
10 good faith, and the exercise of due care and diligence in the management and
11 administration of the affairs of the Company, as well as in the use and preservation of its
12 property and assets. The conduct of the Individual Defendants complained of herein
13 involves a knowing and culpable violation of their obligations as directors and officers of
14 Iovance, the absence of good faith on their part, or a reckless disregard for their duties to
15 the Company and its shareholders that the Individual Defendants were aware or should
16 have been aware posed a risk of serious injury to the Company. The conduct of the
17 Individual Defendants who were also officers and directors of the Company has been
18 ratified by the remaining Individual Defendants who collectively comprised the
19 Company's Board at all relevant times.

20 56. As senior executive officers and/or directors of a publicly-traded company
21 whose common stock was registered with the SEC pursuant to the Exchange Act and traded
22 on NASDAQ, the Individual Defendants had a duty to prevent and not to effect the
23 dissemination of inaccurate and untruthful information with respect to the Company's
24 financial condition, performance, growth, operations, financial statements, business,
25 products, management, earnings, internal controls, and present and future business
26 prospects, including the dissemination of false information regarding the Company's
27 business, prospects, and operations, and had a duty to cause the Company to disclose in its
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1 regulatory filings with the SEC all those facts described in this complaint that it failed to
2 disclose, so that the market price of the Company's common stock would be based upon
3 truthful and accurate information. Further, they had a duty to ensure the Company remained
4 in compliance with all applicable laws.

5 57. To discharge their duties, the officers and directors of the Company were
6 required to exercise reasonable and prudent supervision over the management, policies,
7 practices, and internal controls of the Company. By virtue of such duties, the officers and
8 directors of Iovance were required to, among other things:

9 (a) ensure that the Company was operated in a diligent, honest, and prudent
10 manner in accordance with the laws and regulations of Delaware, California, and the
11 United States, and pursuant to Iovance's corporate governance and applicable codes of
12 conduct and/or ethics;

13 (b) conduct the affairs of the Company in an efficient, business-like manner
14 so as to make it possible to provide the highest quality performance of its business, to avoid
15 wasting the Company's assets, and to maximize the value of the Company's stock;

16 (c) remain informed as to how Iovance conducted its operations, and, upon
17 receipt of notice or information of imprudent or unsound conditions or practices, to make
18 reasonable inquiry in connection therewith, and to take steps to correct such conditions or
19 practices;

20 (d) establish and maintain systematic and accurate records and reports of
21 the business and internal affairs of Iovance and procedures for the reporting of the business
22 and internal affairs to the Board and to periodically investigate, or cause independent
23 investigation to be made of, said reports and records;

24 (e) maintain and implement an adequate and functioning system of internal
25 legal, financial, and management controls, such that Iovance's operations would comply
26 with all applicable laws and Iovance's financial statements and regulatory filings filed with
27 the SEC and disseminated to the public and the Company's shareholders would be
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1 accurate;

2 (f) exercise reasonable control and supervision over the public statements
3 made by the Company's officers and employees and any other reports or information that
4 the Company was required by law to disseminate;

5 (g) refrain from unduly benefiting themselves and other Company insiders
6 at the expense of the Company; and

7 (h) examine and evaluate any reports of examinations, audits, or other
8 financial information concerning the financial affairs of the Company and make full and
9 accurate disclosure of all material facts concerning, *inter alia*, each of the subjects and
10 duties set forth above.

11 58. Each of the Individual Defendants further owed to Iovance and the
12 shareholders the duty of loyalty requiring that each favor Iovance's interest and that of its
13 shareholders over their own while conducting the affairs of the Company and refrain from
14 using their position, influence or knowledge of the affairs of the Company to gain personal
15 advantage.

16 59. At all times relevant hereto, the Individual Defendants were the agents of each
17 other and of Iovance and were at all times acting within the course and scope of such
18 agency.

19 60. Because of their advisory, executive, managerial, directorial, and controlling
20 positions with Iovance, each of the Individual Defendants had access to adverse, nonpublic
21 information about the Company.

22 61. The Individual Defendants, because of their positions of control and authority,
23 were able to and did, directly or indirectly, exercise control over the wrongful acts
24 complained of herein, as well as the contents of the various public statements issued by
25 Iovance.

26 **CONSPIRACY, AIDING AND ABETTING, AND CONCERTED ACTION**

27 62. In committing the wrongful acts alleged herein, the Individual Defendants
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1 have pursued, or joined in the pursuit of, a common course of conduct, and have acted in
2 concert with and conspired with one another in furtherance of their wrongdoing. The
3 Individual Defendants caused the Company to conceal the true facts as alleged herein. The
4 Individual Defendants further aided and abetted and/or assisted each other in breaching
5 their respective duties.

6 63. The purpose and effect of the conspiracy, common enterprise, and/or common
7 course of conduct was, among other things, to: (i) facilitate and disguise the Individual
8 Defendants' violations of law, including breaches of fiduciary duty, unjust enrichment,
9 waste of corporate assets, gross mismanagement, abuse of control, and violations of the
10 Exchange Act; (ii) conceal adverse information concerning the Company's operations,
11 financial condition, legal compliance, future business prospects, and internal controls; and
12 (iii) artificially inflate the Company's stock price.

13 64. The Individual Defendants accomplished their conspiracy, common
14 enterprise, and/or common course of conduct by causing the Company purposefully or
15 recklessly to conceal material facts, fail to correct such misrepresentations, and violate
16 applicable laws. In furtherance of this plan, conspiracy, and course of conduct, the
17 Individual Defendants collectively and individually took the actions set forth herein.
18 Because the actions described herein occurred under the authority of the Board, each of the
19 Individual Defendants who is a director of Iovance was a direct, necessary, and substantial
20 participant in the conspiracy, common enterprise, and/or common course of conduct
21 complained of herein.

22 65. Each of the Individual Defendants aided and abetted and rendered substantial
23 assistance in the wrongs complained of herein. In taking such actions to substantially assist
24 the commission of the wrongdoing complained of herein, each of the Individual Defendants
25 acted with actual or constructive knowledge of the primary wrongdoing, either took direct
26 part in, or substantially assisted in the accomplishment of that wrongdoing, and was or
27 should have been aware of his or her overall contribution to and furtherance of the
28

wrongdoing.

66. At all relevant times hereto, each of the Individual Defendants was the agent of each of the other Individual Defendants and of Iovance and was at all times acting within the course and scope of such agency.

IOVANCE'S CODE OF CONDUCT

67. Iovance's Code of Business Conduct and Ethics (the "Code of Conduct") represents that "[a]ll of [the Company's] directors, officers and employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior."

68. The Code of Conduct states that the Company's business is "based on mutual trust, honesty and integrity in all of [its] affairs, both internally and externally."

69. In the section "Honesty and Integrity," the Code of Conduct states, in relevant part:

Each of us must be truthful in our business dealings with each other, and with our auditors, legal counsel, regulators and loan review and compliance staffs. Illegal, dishonest and fraudulent acts are grounds for termination. Making false statements or otherwise misleading internal or external auditors, attorneys, regulators or loan review and compliance personnel is prohibited. You must never withhold or fail to communicate fully information that is requested in connection with an appropriately authorized investigation or review. Any concealment of information is a violation of your employment agreement, which may result in termination of your employment with the Company and could constitute a criminal act.

70. In the section "Protecting Corporate Assets," the Code of Conduct states, in relevant part:

Company assets must not be used for personal benefit. The Company's assets include, but are not limited to, all of its properties, including intellectual properties, business information, cash, and securities. Misappropriation of Company assets is a violation of your employment agreement, which may result in termination of your employment with the Company and could constitute a criminal act.

71. In the section "Accuracy of Company Records and Reports," the Code of

1 Conduct states, in relevant part:

2
3 The Company is committed to maintaining records, data and information that
4 are accurate and complete so as to permit the company to make timely and
5 accurate disclosures to its regulators and to its stockholders. You are
6 personally responsible for the integrity of the information, reports and records
7 under your control. Records must be maintained in sufficient detail so as to
8 reflect accurately the Company's transactions and activities. Our financial
9 statements must be prepared in accordance with generally accepted
10 accounting principles ("GAAP") and fairly present, in all material respects,
11 the financial condition and results of the Company. To accomplish full, fair,
12 and accurate reporting, you must ensure that financial reports issued by the
13 Company are timely, accurate, understandable, and complete.

14 Business records and communications often become public, and we should
15 avoid exaggeration, derogatory remarks, guesswork, or inappropriate
16 characterizations of people and companies that can be misunderstood. This
17 applies equally to text messages, e-mail, internal memos, and formal reports.
18 Records should always be retained or destroyed according to the Company's
19 record retention policies. In accordance with those policies, in the event of
20 litigation or governmental investigation, please consult the Company's
21 internal legal counsel, or if internal counsel is not available, then the
22 Company's outside legal counsel.

23
24 72. In the section "Compliance with Laws, Regulations and Company Policies
25 and Procedures," the Code of Conduct states, in relevant part:

26 The Company's activities shall always be in full compliance with applicable
27 laws and regulations. Further, all employees of the Company must have an
28 understanding of and comply with the Company's policies and procedures.
When such laws, regulations or Company policies are ambiguous or difficult
to interpret, you should seek advice from the Company's internal legal
counsel, or if internal counsel is not available, then from the Company's
outside legal counsel.

29
30 73. In the section "Conflicts of Interest," the Code of Conduct states, in relevant
31 part:

32 You must conduct your private, business, and personal activities in a manner
33 that avoids conflict with, or even the appearance of conflict with, your ability
34 to act solely in the interests of the Company. A conflict of interest arises if

1 you have interests of any nature that compromise your ability to act
2 objectively and in the best interests of the Company . . . At no time may you,
3 on behalf of the Company, transact personal business, the business of an
4 immediate family member, or the business of a for profit entity in which you
5 or a member of your immediate family has an interest . . . with the Company.
6 In all such situations, you must disqualify yourself from involvement with any
7 transaction or relationship between that person and the Company.

8 Conflicts of interest are prohibited as a matter of Company policy.

9 74. In the section “Disclosure of Potential Conflicts of Interest,” the Code of
10 Conduct states, “You shall immediately disclose to a majority of disinterested members of
11 the Board of Directors of the Company, or an applicable committee thereof, all situations
12 that possess a potential for conflict of interest.”

13 75. In the section “Insider Trading” the Code of Conduct states, in relevant part:

14 You must at all times comply with all laws and regulations concerning insider
15 trading, as well as comply with the Company’s Insider Trading Policy. In
16 general, you are prohibited (whether or not you are an “insider”) by applicable
17 law from trading in the securities of any company while in possession of
18 material, non-public information (also known as “insider information”) regarding that company. This prohibition applies to the Company’s securities
19 as well as to the securities of other companies, including the Company’s
20 customers and suppliers, and to transactions for any account of the Company,
21 client account or personal account. The Company’s Insider Trading Policy
22 applies to every employee of the Company and extends to activities within
23 and outside their duties at the Company . . . Furthermore, insider trading can
24 result in the imposition of civil and criminal penalties under United States
25 federal and state law.

26 76. In the section “Misleading Statements, the Code of Conduct states, in relevant
27 part: “You should make every effort not to make false or misleading remarks about
28 suppliers, customers, or competitors, or their products or service.”

77. In the section “Waiver of the Code of Ethics,” the Code of Conduct states:

All employees, officers and directors are obliged to follow the provisions of
the Code. Generally, waivers will not be granted, and exceptions will be made
only for good cause. Any waiver of this Code for officers or directors may be

made only by the Board of Directors of the Company or an applicable committee thereof.

78. In the section “Compliance and Reporting Allegations of Misconduct,” the Code of Conduct states:

The Company is committed to actively preventing violations of the law, Company policies, and this Code. Reports of actual or suspected violations may be made to an employee’s immediate manager, Human Resources, or the Company’s internal legal counsel, and through the confidential website or hotline, which is managed by an independent third party, using the instructions and information provided in the Company’s Whistleblower Policy. If a potential violation is reported via the confidential website or hotline, employees may choose to submit complaints anonymously. Reported matters will be promptly investigated. Employees are expected to cooperate in internal investigations of misconduct when requested to do so. The reporter will be informed when matters are closed, however, outcomes from investigations may not always be clear to those involved due to confidentiality concerns.

79. In violation of the Code of Conduct, the Individual Defendants conducted little, if any, oversight of the Company’s engagement in the Individual Defendants’ scheme to issue materially false and misleading statements to the public and to facilitate and disguise the Individual Defendants’ violations of law, including breaches of fiduciary duty, gross mismanagement, abuse of control, waste of corporate assets, unjust enrichment, violations of the Exchange Act, and the aiding and abetting thereof. Moreover, one of the Individual Defendants violated the Code of Conduct by engaging in insider trading, netting proceeds of approximately \$503,000. Also, in violation of the Code of Conduct, the Individual Defendants failed to maintain internal controls, failed to obtain waivers and/or failed to disclose obtained waivers of violating the Code of Conduct, and failed to comply with laws and regulations, conduct business in an honest and ethical manner, and properly report violations of the Codes of Conduct.

IOVANCE’S AUDIT COMMITTEE CHARTER

1 80. Iovance also maintains a Charter of the Audit Committee of the Board of
2 Directors of Iovance Biotherapeutics, Inc. (the “Audit Committee Charter”) which governs
3 the Audit Committee’s roles and responsibilities. The Audit Committee Charter states the
4 following regarding the purpose of the Audit Committee:

5 The principal purpose of the Audit Committee (the “Committee”) of the Board
6 of Directors (the “Board”) of Iovance Biotherapeutics, Inc. (the “Company”) is to oversee the integrity of the Company’s financial reporting processes,
7 audit, and financial statements. In particular, the Committee shall monitor (a)
8 the integrity of the Company’s accounting and financial reporting processes;
9 (b) the Company’s compliance with legal and regulatory requirements as related to financial reporting; (c) the qualifications, independence, and
10 performance of the Company’s independent registered public accounting firm, referred to herein as the “independent auditors,” including determining
11 whether to engage or dismiss the independent auditors; and (d) the performance of the Company’s internal audit function, if any. The Committee
12 shall also prepare the report required by the U.S. Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual
13 proxy statement.
14

15 ...

16 In discharging its oversight role, the Committee is granted the power to investigate any matter brought to its attention with full access to all books,
17 records, facilities, and personnel of the Company and the power to retain and determine funding for, at the Company’s expense, independent legal counsel,
18 additional independent auditors, or other experts and advisors for this purpose. The Company shall provide the Committee with appropriate funding to
19 perform its duties, including payment of the Company’s independent auditors and any experts or advisors retained by the Committee.
20
21

22 The Company’s independent auditors are ultimately accountable to the Committee, and the independent auditors shall report directly to the
23 Committee. The Committee shall have sole and direct authority and responsibility to select, hire, oversee, evaluate, approve the compensation of,
24 and, where appropriate, replace the Company’s independent auditors (subject, if applicable, to stockholder ratification of the selection of the independent
25 auditors). The Committee shall also have sole and direct authority and responsibility to select, hire, oversee, evaluate, approve the compensation of,
26 and, where appropriate, replace any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing
27
28

1 other audit, review, or attest services for the Company.

2 81. Under the heading “Key Functions and Responsibilities,” in a subsection titled
3 “Financial Statement and Disclosure Matters,” the Audit Committee Charter states the
4 following, in relevant part:

- 5 1. Review and discuss with management and the Company’s independent
6 auditors the Company’s annual audited financial statements (including the
7 related notes), including disclosures made in management’s discussion and
8 analysis, and recommend to the Board whether the audited financial
9 statements should be included in the Company’s Form 10-K.
- 10 2. Review and discuss with management and the Company’s independent
11 auditors the Company’s quarterly financial statements (including the
12 related notes) prior to the filing of its Form 10-Q, including the results of
13 the independent auditors’ review of the quarterly financial statements.
- 14 3. Review and discuss matters required to be discussed pursuant to the Public
15 Company Accounting Oversight Board (the “PCAOB”) Auditing Standard
16 No. 1301 “Communications with Audit Committees” and other applicable
17 requirements of the PCAOB and the Commission as well as the form of
18 audit opinion to be issued by the independent auditors on the financial
19 statements.
- 20 4. Discuss with management and the Company’s independent auditors
21 significant financial reporting issues and judgments made in connection
22 with the preparation of the Company’s financial statements, including any
23 significant changes in the Company’s selection or application of
24 accounting principles, the quality and adequacy of the Company’s internal
25 controls, and any special steps adopted in light of material deficiencies in
26 such controls.
- 27 5. Review and discuss quarterly reports from the independent auditors on: (a)
28 all critical accounting policies and practices to be used; (b) all alternative
treatments of financial information within GAAP that have been discussed
with management, ramifications of the use of such alternative disclosures
and treatments, and the treatment preferred by the independent auditors;
(c) other material written communications between the independent
auditors and management, such as any management letter or schedule of
unadjusted differences; and (d) conformance with auditing standards.
6. Review and discuss with management the Company’s earnings press
releases, including the use of “pro forma” or “adjusted” non-GAAP

information, as well as financial information and earnings guidance provided to analysts and rating agencies.

7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, and discuss with management any off-balance sheet transactions, arrangements, or obligations in which the Company has an interest.
8. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification and disclosure process for reports on Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

82. Under the same heading, in a subsection titled "Compliance Oversight Responsibilities" the Audit Committee Charter states the following, in relevant part:

1. At the conclusion of each audit, obtain from the Company's independent auditors' assurance that the independent auditors are not required to report to the Company under Section 10A(b) of the Exchange Act any illegal act.
2. Approve or reject proposed related party transactions. Obtain reports from management that the Company and its employees are in compliance with applicable legal requirements and the Company's Code of Conduct.
3. Keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
4. At least once each calendar year, review with management the Company's (a) material investor relations, public relations, and stock promotion firms to confirm that there are no relationships between any of those firms and any of the Company's officer or directors, and (b) compliance with all other policies and procedures the Company has adopted or enacted regarding (i) the Company's dealings with investor relations, public

relations, and stock promotion firms, and (ii) public communications about the Company or its securities, including such communications at any time that the Company is “in registration.”

5. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
6. Discuss with management and the Company’s independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company’s financial statements or accounting policies.
7. Discuss with the Company’s General Counsel and/or outside counsel any legal matters that may have a material impact on the financial statements or the Company’s compliance policies.
8. Discuss with the independent auditor the matters required to be discussed by applicable auditing standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work and management’s response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management as well as resolution of those disagreements.
9. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company’s financial statements or accounting policies.

83. In violation of the Audit Committee Charter, the Individual Defendants conducted little, if any, oversight of the Company’s engagement in the Individual Defendants’ scheme to issue materially false and misleading statements to the public and to facilitate and disguise the Individual Defendants’ violations of law, including breaches of fiduciary duty, unjust enrichment, gross mismanagement, abuse of control, waste of corporate assets, and violations of the Exchange Act. Moreover, in violation of the Audit Committee Charter, the Individual Defendants failed to maintain the accuracy of the

Company records and reports, comply with laws and regulations, act in good faith and diligence without misstating, misrepresenting, or omitting material facts, and properly report violations of the Audit Committee Charter.

FALSE AND MISLEADING STATEMENTS

May 9, 2024 Press Release

84. On May 9, 2024, the Company issued a press release reporting its financial results for the first quarter ended March 31, 2024 (the “Q1 2024 Press Release”). The Q1 2024 Press Release provided an update on the Company’s recent developments and touted Iovance’s financial statements, boasting of the Company’s purported “strong momentum” with respect to its launch of Amtagvi, including as it pertained to “onboarding” ATCs. The press release stated, in relevant part:

Iovance Biotherapeutics Reports First Quarter 2024 Financial Result and Corporate Updates

Strong Momentum for Amtagvi™ (Lifileucel) U.S. Launch Following U.S. Food and Drug Administration (FDA) Approval

100+ Amtagvi Patients Enrolled Across More Than 40 Current Authorized Treatment Centers

(ATCs), with ~50 Total ATCs on Track by the End of May and 70+ Total ATCs by Year-End 2024

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Fredrick Vogt, Ph.D., J.D., Interim President and Chief Executive Officer of Iovance, stated, “The first quarter of 2024 was transformative for Iovance following our first FDA approval and our ***strong start for the U.S. commercial launch*** of Amtagvi™ for patients with advanced melanoma. Immediate demand is very high and continues to significantly increase across initial ATCs. As of today, more than 100 patients have already enrolled for Amtagvi therapy. We have successfully manufactured and delivered Amtagvi to many ATCs where commercial patients are being treated. ***We expect our launch momentum to remain strong and continue to build as we ramp up to***

1 *the U.S. launch throughout 2024 with the authorization of additional ATCs.*
 2 *We also continue to execute across our broad clinical pipeline.* As a fully
 3 integrated company, Iovance is well positioned to remain the global leader in
 4 innovating, developing, and delivering TIL cell therapy for patients with
 cancer.”

5 85. Further, with respect to Amtagvi’s U.S. approval, specifically as it pertained
 6 to ATCs, the press release discussed the following, in relevant part:

7 **Recent and First Quarter 2024 Highlights and Corporate Updates**

8 Amtagvi™ (Lifileucel) U.S. Approval and Launch Highlights in Advanced
 9 Melanoma

- 10 • The U.S. FDA approved Amtagvi (lifileucel) on February 16, 2024, as the
 11 first treatment option for advanced melanoma after anti-PD-1 and targeted
 12 therapy. Amtagvi is also the first and only FDA-approved T-cell therapy
 13 for a solid tumor indication.
- 14 • Since approval, more than 100 patients have enrolled for Amtagvi therapy.
 15 The first patients have been successfully treated and the balance are
 16 moving through the stages of the journey, which includes surgery for cell
 collection, manufacturing, and the Amtagvi treatment regimen.
- 17 • *Onboarding is complete at more than 40 U.S. ATCs, up from 30 initial*
 18 *ATCs at approval. Iovance remains on track to onboard approximately*
 19 *50 ATCs by the end of May 2024 and expects to have more than 70 ATCs*
 20 *onboarded by the end of 2024.*
- 21 • Manufacturing turnaround time has been on-target with initial launch
 22 expectations of approximately 34 days from inbound to return shipment to
 23 ATCs. The commercial manufacturing experience to date is consistent
 with prior clinical experience.
- 24 • *The U.S. launch of Amtagvi, and additional sales of Proleukin® used*
 25 *with the treatment regimen, are expected to drive significant revenue for*
 26 *Iovance in 2024.*

27 **May 9, 2024 Form 10-Q**

28 86. Also on May 9, 2024, the Company filed its quarterly report on Form 10-Q

with the SEC for the period ended March 31, 2024, affirming the previously reported financial results (the “Q1 2024 10-Q”). The Q1 2024 10-Q was signed by Defendants Vogt and Bellemin and attached certifications pursuant to Rules 13a-14(a) and 15(d)-14(a) under the Exchange Act and the Sarbanes-Oxley Act of 2002 (“SOX”) signed by Defendants Vogt and Bellemin attesting to the accuracy of the Q1 2024 10-Q and that “this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.”

87. The Q1 2024 10-Q stated the following regarding “factors that *may* cause actual results, levels of activity, performance or achievements to be materially different from the information expressed” including Iovance’s “ability to successfully commercialize Amtagvi.” In particular, the Q1 2024 10-Q stated the following, in relevant part:

These statements involve risks, uncertainties and other factors that *may* cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements.

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- our ability to successfully commercialize Amtagvi™ (lifileucel) and Proleukin® (aldesleukin), and other products and/or product candidates for which we have obtained FDA, EMA, or other regulatory approvals;

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Successfully commercialize our lead project Amtagvi™ for the treatment of post-anti-PD-1 advanced melanoma

Our top priority is commercialization of Amtagvi™ in the U.S. for the treatment of patients with post-anti-PD-1 advanced melanoma, for which we received FDA approval on February 16, 2024. We have experienced marketing, payer access and distribution teams as well as a sales force with extensive experience in oncology and cell therapy. Our medical affairs team is also in the field educating key opinion leaders, or KOLs, about Amtagvi™ and TIL cell therapy, as well as presenting and publishing our clinical results.

1 More than half of the members of our field teams have prior cell therapy
2 experience.

3 The four primary areas of our Amtagvi™ launch efforts include:

- 4
- 5 • onboarding of authorized treatment centers, or ATCs, for commercial
6 launch with the goal of activating 50 ATCs within 90 days of the BLA
7 Prescription Drug User Fee Act Date of February 24, 2024;
 - 8 • collaboration with healthcare professionals, or HCPs, who will be
9 administering our product;
 - 10 • operational excellence in launch execution, commercial manufacturing
11 and delivery of therapy; and
 - 12 • ongoing and continuous communication with payors about the value of
13 Amtagvi™.

14 ***August 8, 2024 Press Release***

15 88. On August 8, 2024, the Company issued a press release reporting Iovance's
16 financial results for the quarter ended June 30, 2024 and providing an update on recent
17 events (the "Q2 2024 Press Release"). The Q2 2024 Press Release touted Iovance's
18 financial results, again reported on the purported "strong momentum" for Amtagvi, and
19 issued fiscal 2025 guidance. In particular, the press release reported the following, in
20 relevant part:

21 **Iovance Biotherapeutics Reports Financial Results and Corporate
22 Updates for Second Quarter and First Half 2024**

23 ***Strong Momentum Continues for Amtagvi™ (Lifileucel) U.S. Launch with
24 \$31.1 Million in Total 2Q24 Revenue***

25 ***Total Product Revenue Guidance of \$53-\$55 Million for 3Q24, \$160-\$165
26 Million for FY24, and \$450-\$475 Million for FY25***

27 *

28 *

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Frederick Vogt, Ph.D., J.D., Interim President and Chief Executive Officer of
Iovance stated, "The first half of 2024 ushered in our first FDA approval and
the start of our U.S. commercial launch of Amtagvi™ for patients with

previously treated advanced melanoma. Amtagvi and Proleukin® *demand remains strong and continues to increase as authorized treatment centers (ATCs) adopt Amtagvi* and community referral networks are mobilized to drive patients to ATCs. These demand trends, *as well as broader utilization of Amtagvi among an expanding ATC network, are expected to accelerate quarterly growth throughout this year and next year.* We expect this growth to continue in 2025, 2026 and beyond. Additionally, we continue to expand our global commercial footprint, proprietary manufacturing capabilities, and broad clinical pipeline. As a fully integrated company, Iovance is well positioned to remain the global leader in innovating, developing, and delivering TIL cell therapy for patients with cancer.

Second Quarter and First Half 2024 Financial Results, Corporate Guidance, and Updates

Product Revenue and Guidance

- **2Q24 Total Product Revenue:** \$31.1 million for the second quarter ended Jun 30, 2024, following initial launch of Amtagvi on February 20, 2024.

- **Amtagvi Revenue:** 2Q24 represents the first quarter of Amtagvi sales in the U.S. with product revenue of \$12.8 million, which is only recognized upon patient infusion.

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- **FY24 and FY25 Total Product Revenue Guidance:** Iovance expects significant quarter-over-quarter growth in product revenue to continue throughout 2024, 2025, and beyond as the adoption curve for Amtagvi steepens. More than 55 patients have been infused with Amtagvi since the first commercial infusion in April 2024, which includes 25 patients infused in the second quarter and over 30 patients infused since the start of the third quarter.

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- **Revenue Guidance in FY25:** Robust growth for Amtagvi continues as existing ATC demand increases and new ATCs are onboarded. *As such, total product revenue for 2025 is anticipated to be within the range of \$450 to \$475 million, the first full calendar year of Amtagvi sales,* with gross margins expected to increase greater than 70% over the next several years. In line with Amtagvi demand, Proleukin revenue is expected to significantly increase in 2025.

*

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*

Amtagvi (Lifileucel) U.S. Launch Highlights in Advanced Melanoma

- The U.S FDA approved Amtagvi (Lifileucel) on February 16, 2024, as the first treatment option for advanced melanoma after anti-PD-1 and targeted therapy. Amtagvi is also the first FDA approved T cell therapy for a solid tumor indication.
- ***Onboarding is complete at more than 50 U.S. ATCs across 29 states and more than 90% of addressable patients are now located within 200 miles of an ATC. More than 70 ATCs remain on track to be onboarded by the end of 2024.***
- Manufacturing turnaround time has been on-target with initial launch expectations of approximately 34 days from inbound to return shipment to ATCs, with efforts underway to reduce the turnaround time in the near term. The commercial manufacturing experience is consistent with prior clinical experience.

89. The same day, the Company hosted an earnings call to discuss the financial results. Interim CEO, Defendant Vogt, reiterated the Company's fiscal 2025 guidance during the call, stating, in pertinent part:

Turning back to launch momentum. This afternoon's press release. We also introduced revenue guidance for the third quarter of full year 2024 and for 2025. This guidance is based upon our ongoing experience and confidence in the strong uptake and significant quarter-over-quarter growth in the Amtagvi demand and corresponding Proleukin sales for the foreseeable future. We used our visibility to the growth rate of infusions, adoption across our ATC network, manufacturing capacity and additional launch dynamics to prepare this guidance.

...

For full year 2025, the first calendar year of our U.S. launch first full calendar year over U.S. launch, we expect significant year-over-year growth driven by scale-up in existing and new ATCs and robust community referral networks contributing to additional demand. As a result, we anticipate total product revenue will increase to \$450 million to \$475 million in the full year of 2025.

In 2026 and beyond, Amtagvi and Proleukin are expected to continue to drive

significant additional revenue growth. These products represent more than \$1 billion peak opportunity in the U.S. market in the currently approved indication alone. Future revenue growth drivers also include a wider geographic footprint for Amtagvi in previously treated advanced melanoma as well as U.S. and global label expansions to the front line advanced melanoma, non-small cell lung cancer and other indications as we'll discuss later in the call.

August 8, 2024 Form 10-Q

90. Also on August 8, 2024, the Company filed its quarterly report on Form 10-Q with the SEC for the period ended June 30, 2024 (the "Q2 2024 10-Q"). The Q2 2024 10-Q was signed by Defendants Vogt and Bellemin and attached certifications pursuant to Rules 13a-14(a) and 15(d)-14(a) under the Exchange Act and SOX signed by Defendants Vogt and Bellemin attesting to the accuracy of the Q2 2024 10-Q and that "this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report."

91. The Q2 2024 10-Q purportedly reported the Company's net product revenue for the period, representing Amtagvi sales and "factors that *may* cause actual results, levels of activity, performance or achievements be materially different from the information expressed" including Iovance's "ability to successfully commercialize Amtagvi." In particular, the Q2 2024 10-Q stated, in pertinent part:

These statements involve risks, uncertainties and other factors that *may* cause actual results, level of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements.

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- Our ability to successfully commercialize Amtagvi™ (lifileucel) and Proleukin® (aldesleukin), and any other products and/or product candidates or which we obtain or have obtained FDA, EMA, or other regulatory approvals;

November 7, 2024 Press Release

92. On November 7, 2024, the Company issued a press release announcing its financial results for the quarter ended September 30, 2024 (the “Q3 2024 Press Release”). The Q3 2024 Press Release touted Iovance’s financial results and ATC onboardings and reaffirmed guidance of “\$450-\$475M for FY25 of Total Product Revenue.” The Q3 2024 Press Release reported, in relevant part:

Iovance Biotherapeutics Reports Financial Results and Corporate Updates for Third Quarter and Year to Date 2024

Significant Demand for Amtagvi™ (Lifileucel) Continues with \$58.6M in Total 3Q24 Product Revenue

Reaffirming Guidance of \$160-\$165M for FY24 and \$450-\$475M for FY25 of Total Product Revenue

* * *

Frederick Vogt, Ph.D., J.D., Interim President and Chief Executive Officer of Iovance, stated, “Iovance is executing a successful U.S. commercial launch of Amtagvi™ for patients with previously treated advanced melanoma. ***Robust demand for Amtagvi and Proleukin® continues to grow as our expanding network of authorized treatment centers (ATCs) and outreach to community oncologists broaden the utilization of Amtagvi, driving a higher volume of patient referrals.*** Demand trends are expected to accelerate growth throughout the remainder of the year and over the following years. As such, we are actively pursuing additional regulatory approvals to expand our commercial footprint, driving growth beyond the U.S. into new markets with a high prevalence of advanced melanoma. As a fully integrated company, Iovance is well positioned to remain the global leader in innovating, developing, and delivering current and future generations of TIL cell therapy for patients with cancer.”

Third Quarter Updates and Year to Date 2024 Financial Results, Corporate Guidance and Updates

Product Revenue and Guidance

- **3Q24 Total Product Revenue:** Iovance recognized total revenue of \$58.6

million from sales of Amtagvi and Proleukin during the third quarter ended September 30, 2024.

- **Amtagvi Revenue:** Product Revenue was \$42.1 million from U.S. Amtagvi sales in the third quarter of 2024, reflecting increasing strong demand and adoption. The Amtagvi launch, with revenue recognized upon patient infusion, began during the second quarter of 2024.
- **Proleukin Revenue:** Product revenue also included \$16.5 million of Proleukin sales in the third quarter of 2024. Proleukin is used in the Amtagvi treatment regimen and other commercial and clinical settings. Proleukin revenue is recognized upon delivery to distributors and ATCs and purchased several months in advance of anticipated infusions an Amtagvi revenue recognition.

* * *

- **FY24 and FY25 Total Product Revenue Guideline:** Amtagvi adoption is on track to continue accelerating, driven by broader utilization, higher demand from our expanding ATC network, and growth in community referrals. Iovance is reaffirming its guidance for FY24 and FY25 and expects quarter-over-quarter product revenue growth for the fourth quarter of 2024, full year 2025, and beyond.

* * *

- **Revenue Guidance in FY25:** Total product revenue remains on track to be within range of \$450 to \$475 million in 2025, the first full calendar year of Amtagvi sales. Gross margins are increasing as the launch advances and are expected to surpass 70% over the next several years. In line with anticipated growth in Amtagvi demand, Proleukin revenue is also expected to increase significantly in 2025 and beyond.

* * *

Amtagvi (Lifileucel) U.S. Launch Highlights in Advanced Melanoma

- The U.S. FDA approved Amtagvi (lifileucel) on February 16, 2024, as the

first treatment option for patients with advanced melanoma after anti-PD-1 and targeted therapy. Amtagvi is the first FDA approved T cell therapy for a solid tumor indication.

- ***Onboarding is complete at 56 U.S. ATCs across 29 states and more than 90% of addressable patients are now located within 200 miles of an ATC. Approximately 70 ATCs remain on track to be onboarded by the end of 2024.***
- Manufacturing turnaround time has been on target, with launch expectations of approximately 34 days from inbound to return shipment with ATCs. With efforts underway, turnaround time is expected to be reduced in the near term. The commercial manufacturing experience is consistent with prior clinical experience.

93. The same day, Iovance hosted an earnings call with analysts and investors to discuss its third quarter financial results. During the call, Defendant Vogt further elaborated on Iovance's expectations for fiscal 2025, stating, in relevant part:

We also reiterate our full year 2025 guidance of \$450 million in total product revenue. We expect a significant increase in year-over-year growth as ATC's broaden utilization and new ATCs as well as community referral networks contribute to additional demands.

...

With a fully integrated infrastructure and growing interest in Amtagvi outside the U.S., Iovance is well positioned to continue scaling globally. Our ex-U.S. teams are being built and regulatory dossiers are under review, submitted our plans across multiple international markets with potential or our first ex-U.S. approval in first half of 2025. European Medicines Agency validated and accepted our marketing authorization application, or MAA, for a review for all EU member states with potential approval in the second half of 2025. The Medicines and Healthcare Products Regulatory Agency in the United Kingdom is reviewing a separate MAA submission for potential approval in the first half of 2025.

Our new drug submission is also underway for near-term submission in Canada and will include a prioritized review process for potential approval in mid-2025. Additional regulatory dossiers remain on track for submission in Australia and Switzerland in 2025, and we'll target additional markets with

highly concentrated populations of advanced melanoma patients in the future.

November 7, 2024 Form 10-Q

94. Also on November 7, 2024, the Company filed its quarterly report on Form 10-Q with the SEC for the third quarter of the 2024 Fiscal Year (the “Q3 2024 10-Q”). The Q3 2024 10-Q was signed by Defendants Vogt and Bellemin and attached SOX certifications signed by Defendants Vogt and Bellemin attesting to the accuracy of the Q3 2024 10-Q and that “this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.”

95. The Q3 2024 10-Q reaffirmed the previously reported financial results, purported to report the Company’s net product revenue for the period, and presented sales of Amtagvi and “factors that *may* cause actual results, levels of activity, performance or achievements be materially different from the information expressed” including Iovance’s “ability to successfully commercialize Amtagvi.” In particular, the Q3 2024 10-Q stated, in pertinent part:

These statements involve risks, uncertainties and other factors that *may* cause actual results, level of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements.

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- Our ability to successfully commercialize Amtagvi™ (lifileucel) and Proleukin® (aldesleukin), and any other products and/or product candidates or which we obtain or have obtained FDA, EMA, or other regulatory approvals, including by the European Commission in the European Union, or the EU;

February 27, 2025 Press Release

96. On February 27, 2025, the Company issued a press release, reporting its fourth quarter and full-year fiscal 2024 results and again reaffirming its fiscal 2025 guidance (the

“Q4 2024 Press Release”). The Q4 2024 Press Release touted Iovance’s financial results, including the purported progress of ATC growth trajectories, and reaffirmed the fiscal 2025 product revenue guidance. The press release stated, in pertinent part:

Iovance Biotherapeutics Reports Financial Results and Corporate Updates for Fourth Quarter and Year to Date 2024

Significant Demand for Amtagvi™ (Lifileucel) Continues with Total Product Revenue of \$73.7M in 4Q24 an \$164.1M in FY24, Achieving Upper End of FY24 Guidance Range of \$160M-\$165M

Reaffirming Total Product Revenue Guidance of \$450-\$475M

* * *

Frederick Vogt, Ph.D., J.D., Interim President and Chief Executive Officer of Iovance, stated, “***In 2024, we successful drove strong early adoption for our U.S. commercial launch of Amtagvi™ for patients with previously treated advanced melanoma.*** Strong demand and growth are continuing and on track to accelerate for both Amtagvi and Proleukin® in 2025 and beyond in the U.S. and globally. Our top commercial priorities are to drive broader adoption and utilization, increase patient referrals, add large community practices to our authorized treatment center (ATC) network, expand the U.S. market, and secure regulatory approvals in three new markets outside the U.S. I am confident that Iovance is well positioned to remain the global leader in innovating, developing, and delivering current and future generations of TIL cell therapy for patients with cancer.”

Fourth Quarter Updates and Year to Date 2024 Financial Results, Corporate Guidance and Updates

Product Revenue and Guidance

- Fourth Quarter 2024 Total Product Revenue: Iovance recognized total revenue of \$73.7 million from sales of Amtagvi and Proleukin during the fourth quarter ended December 31, 2024.

- **Amtagvi Revenue:** Product Revenue was \$48.7 million from U.S. Amtagvi sales in the fourth quarter of 2024, reflecting strong adoption with increasing demand. Amtagvi revenue is recognized upon patient infusion.
- **Proleukin Revenue:** Product revenue also included \$25.0 million of Proleukin sales in the fourth quarter of 2024. Proleukin is used in the Amtagvi treatment regimen and other commercial and clinical settings. Proleukin revenue is recognized upon delivery to distributors and ATCs and purchased several months in advance of anticipated infusions an Amtagvi revenue recognition.

* * *

- **Full Year 2025 Total Product Revenue:** Total product revenue was \$164.1 million and achieved the high end of the company's guidance range of \$160 to \$165 million for the full year 2024. Full year product revenue included the first three quarters of sales following the U.S launch of Amtagvi on February 20, 2024. The full year 2024 product revenue for Amtagvi and Proleukin was \$103.6 million and \$60.5 million, respectively.
- ***Significant Amtagvi Growth Potential at Approximately 70 ATCs in 2025: Amongst current ATCs, 76% completed tumor resections, 64% infused one or more patients, and 13% infused more than 10 patients, highlighting significant growth potential at existing ATCs.***
- ***Full Year 2025 Total Product Revenue Guidance: Iovance is reaffirming total product revenue guidance within the range of \$450 to \$475 million for 2025, the first full calendar year of Amtagvi sales.*** Amtagvi adoption is on track to continue accelerating throughout 2025 with broader utilization, higher demand, and growth in the community referrals. Iovance also expects significant growth in total product revenue for full year 2026 and beyond.
- Gross margins are expected to increase over time and remain on track to surpass 70% over the next several years. In line with anticipated growth in Amtagvi demand, Proleukin revenue is also expected to increase

significantly in 2025 and beyond.

*

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Amtagvi (Lifileucel) U.S. Launch Highlights in Advanced Melanoma

- The U.S. FDA approved Amtagvi (lifileucel) on February 16, 2024, as the first treatment option for patients with advanced melanoma after anti-PD-1 and targeted therapy. Amtagvi is the first FDA approved T cell therapy for a solid tumor indication.
- Approximately 70 U.S. ATCs are active across 32 states and 95% of addressable patients live within 200 miles of an ATC. Additional U.S. ATCs will be added steadily throughout, focusing on quality ATCs with a high volume of eligible patients, including large community practice ATCs.
- Community referral activities are increasing throughout the U.S. to drive additional patient volume to these ATCs. Large community practices are currently onboarding, creating new and significant opportunity for more patients to receive Amtagvi after frontline therapy.
- Manufacturing turnaround time has been on target, with launch expectations of approximately 34 days from inbound to return shipment with ATCs. With efforts underway, turnaround time is expected to be reduced in the near term. The commercial manufacturing experience is consistent with prior clinical experience.

97. The same day, Iovance hosted an earnings call with analysts and investors to discuss its fourth quarter financial results. During the call, Defendant Vogt spoke on the Company's projections, stating, in relevant part:

Today, I'm pleased to highlight continued growth in total product revenue for both Amtagvi and Proleukin. Total product revenue was \$73.7 million for the fourth quarter and \$164.1 million in the full year 2024. Importantly, our full year revenue achieved the upper end of our 2024 guidance range of \$160 million to \$165 million, and we finished above the full year Street consensus. Total revenue consisted of \$48.7 million for Amtagvi and \$25.0 for Proleukin in the fourth quarter with \$103.6 million for Amtagvi and \$60.5 million for Proleukin in the full year period.

1
2 Our full year product revenue reflects more than 200 patients already treated
3 with Amtagvi in the partial first year of launch. We are pleased with the robust
4 initial update and increasing strong demand for Amtagvi as well as continuing
5 momentum in global Proleukin sales. ***Our team's successful execution as***
6 ***well as the unmet need in advanced melanoma, high awareness, broad***
7 ***patient access and a motivated expanding network of authorized treatment***
8 ***centers or ATC continue to drive increasing demand for Amtagvi and***
9 ***Proleukin.***

10 Our manufacturing network is well prepared to supply the current and
11 anticipated demand for Amtagvi. Today, we have staffed capacity to supply
12 more than 1,200 patients per year and continue to scale up for additional U.S.
13 and global launch growth. In the back half of last year, we augmented our
14 investment in focused community referral initiatives. ***These efforts in the***
15 ***field are targeted at driving additional demand in our ATCs, as they scale***
16 ***up to treat more patients.***

17 ***Looking ahead, we are reiterating our full year 2025 guidance of \$450***
18 ***million to \$475 million in total product revenue. We expect a significant***
19 ***increase in year-over-year growth in both Amtagvi and Proleukin, as ATCs***
20 ***broaden utilization, while new ATCs as well as community referral networks***
21 ***are expected to contribute increasing demand through the year.***

22 98. Defendant Kirby then detailed the Company's expectation for ATC network
23 growth in 2025, stating the following, in relevant part:

24 ***Throughout 2024, we scaled up our ATC network to meet the growing***
25 ***patient demand and fulfill significant interest among health care providers***
26 ***to offer Amtagvi to their patients.*** After launching with an unprecedented 30
27 ***ATCs on day 1,*** we reached our target of approximately 70 ***ATCs at the end***
28 ***of 2024.*** Our ATC network now spans 32 states and nearly all treated
melanoma patients live within a 2-hour drive of the closest center.

We treated more than 200 patients with commercial Amtagvi within the first
3 quarters of launch, and Amtagvi is positioned for significant growth
across our ATC network in 2025 and beyond.

Amongst the 70 current ATCs, 76% completed tumor resections, 64% infused
Amtagvi, 53% infused 2 or more patients and 13% infused more than 10

1 patients. These metrics demonstrate significant growth potential, as our ATCs
2 scale up to accommodate growing patient demand.

3 New ATCs are preparing to treat initial patients. ***Our more experienced ATCs***
4 ***are steadily growing or plan to increase utilization throughout 2025, and we***
5 ***expect new ATCs will follow similar trends, as we add steadily throughout***
6 ***2025.*** These additional ATCs will be selected for high quality and volume of
7 eligible patients, including large community practices.

8 ***To further drive adoption, earlier patient identification and higher referral***
9 ***volume into our ATC network, Iovance field teams are actively engaging top***
10 ***community oncologists and large community practices with a focus on high***
11 ***volume markets.*** Additionally, we are aligned with leadership at key
12 community organizations on their preferred ATCs for patient referrals. As
13 more patients embark on their treatment journey, we are making steady
14 progress to speed up the time to intact the infusion.

15 99. Further, Defendant Bellemin highlighted the Company having reaffirmed its
16 fiscal 2025 guidance, adding that Iovance “continue[s] to reiterate our prior total product
17 revenue guidance within the range of \$450 million to \$475 million for the full year 2025.”

18 100. Later, Defendant Bilinsky spoke about the current and pending maintenance
19 requirements facing the Company, stating:

20 Each of our facilities is currently required to schedule a brief annual
21 maintenance, which entails a short pause in production. I’m pleased to report
22 that iCTC successfully completed annual maintenance and resumed
23 production promptly at full volume with no issues. We expect the same
24 positive outcome following the upcoming scheduled maintenance at our
25 contract manufacturer.

26 101. Defendants also elaborated on the Company’s current growth trends during
27 the question-and-answer segment of the call. Indeed, Defendants further discussed the
28 Company’s outlook for 2025 on the call, stating, in pertinent part:

<Q: Andrea R. Newkirk – Goldman Sachs Group, Inc. – Research Analyst>
Fred, on prior calls you've provided an update on the number of patients
infused thus far in the quarter. Just wondering if you'd be willing to share

1 where you stand as of today? And then just remind us or help us understand
2 what gives you the confidence that the range for full year '25, which was set
3 when you're only 1 quarter into the launch is still intact.

4 <A: Frederick G. Vogt> Yes, sure, Andrea. We're not -- from -- in the press
5 release and on the call, ***we're not going to be providing the infusions right***
6 ***now***. We're not sure how useful that metric was to long investors. And as some
7 of you know, ***it's prone to overinterpretation***. We provide some different
8 metrics this time around, including the potential for growth at the ATCs. ***And***
9 ***that actually is a part of the answer to your second question, if you look at***
10 ***our press release and heard Dan's commentary, within the 70 ATCs that we***
11 ***have right now, only 13% of infused in more than 10 patients, which gives***
12 ***you a very good idea of the upside that we're expecting, the acceleration***
13 ***we're expecting in the second half and second quarter of 2025 here as we***
14 ***go through. So we still have confidence in those numbers because the***
15 ***growth curve for this type of product can accelerate quite a bit, and we see***
16 ***that happening across our ATC network right now. We see the potential for***
17 ***that in the ATCs.***

18 ...

19 <Q: Colleen Margaret Kusy – Robert W. Baird & Co. Inc. – Senior Research
20 Analyst> I understand you're not giving intra-quarter updates going forward,
21 but since you did provide in 4Q. Can you speak, was there a slowdown in
22 infusions in the back half of the quarter? And did you see any seasonality in
23 4Q?

24 <A: Frederick G. Vogt> Colleen, no, we don't see any seasonality. As Igor
25 mentioned, we did have a manufacturing maintenance period there. So we
26 have those kind of things in cell therapy. If you look at the launch curves for
27 ABECMA, YESCARTA and CARVYKTI, you'll see there's little peaks and
28 dips and valleys in those as things like that happen so -- but nothing in terms
of a holiday seasonality. That's what you're asking.

...

<Q: Nicholas Lorusso – TD Cowen – Associate> This is Nick on for Tyler.
Thinking about guidance -- 2025 guidance, is the potential price increase
currently included in that guidance? And also, how should we think about the
global ex-U.S. expansion having a potential impact on guidance?

1 <A: Frederick G. Vogt> Yes. The price increase that's coming in April has
 2 been factored into that guidance for both Proleukin and Amtagvi. And right
 3 now, the guidance doesn't include any contribution from ex-U.S.

4 . . .

5 <Q: Lin Tsai – Jefferies LLC – Equity Analyst> Appreciate the updates, look
 6 forward to 2025. So a quick one is, in terms of the launch uptake, what exactly
 7 would you say is the bottleneck at this juncture? If it's not patient demand nor
 8 supply chain nor even beds at sites, *what is the gating factor to seeing an
 acceleration in sales for 2025 like you guided?*

9 <A: Frederick G. Vogt> So I think, *above all, the ATCs that are starting up
 10 now have to get their feet under them and get running.* We've got some
 11 ATCs that are performing very, very well right now. And we've got a lot more
 12 that are working their way up. I think in each ATC, there's a difference -- *each
 13 individual ATC has its own little bottlenecks or whatever it might be. Some
 14 of them have staffing issues, some of them have financial clearance
 15 challenges that we're helping out with. But all these things are pretty easily
 16 resolvable, and we've been able to show that a good portion of our ATCs
 17 can really fly right now, and we think we can get a lot more there pretty
 18 soon.* Dan, go ahead.

19 <A: Daniel G. Kirby> Sure. And Andrew, I think one thing to add on top of
 20 what Fred said regarding not really a bottleneck, but there's a process they go
 21 through. They have to make sure they operationally can do it again. We're the
 22 first TIL in the market. So there's a learning curve there. As you see, we said
 23 13% have hit 10% or more, that number continues to grow. *So once they hit
 24 that wave where they understand how to use the product with it, then the
 25 lever really is to pull the referrals and drive more patients in there. And
 26 that's where we're working with the community, not only at the clinic level,
 27 but also the leadership level and the community to make sure that those
 28 centers are getting to see the most patients.*

24 **February 27, 2025 Form 10-K**

25 102. Also on February 27, 2025, the Company filed its annual report on Form 10-
 26 K with the SEC to report its financial results for the full 2024 Fiscal Year (the “2024 10-
 27 K”). The 2024 10-K was signed by Defendants Vogt, Bellemin, Weiser, Maynard, Dukes,
 28 Rothbaum, Countouriotis, and Yarno. The 2024 10-K asserted the Company was

“executing the launch of Amtagvi.” The 2024 10-K further purported to report “factors that *may* cause actual results, level of activity, performance or achievements to be materially different from the information expressed” including the Company’s “ability to successfully commercialize Amtagvi” as well as “the number of ATCs [] onboard[ed] to administer” Amtagvi. In relevant part, the 2024 10-K stated:

These statements involve risks, uncertainties and other factors that *may* cause actual results, level of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements.

*

*

*

- Our ability to successfully commercialize Amtagvi™ (lifileucel) and Proleukin® (aldesleukin), and any other products and/or product candidates or which we obtain or have obtained FDA, EMA, or other regulatory approvals, including by the European Commission in the European Union, or the EU;

*

*

*

In addition to marketing our product, we will need current and future ATCs both inside and outside the U.S. that are prepared and have the capacity and experience to administer our therapies to patients. Even if we are able to obtain approval for a product candidate in a country or region, we may not be able to approve enough treatment centers for the provision of our product to a broad patient population. ***The number of ATCs we onboard to administer our product may fluctuate and affect our product launch, and even if we onboard a large number of ATCs, this does not ensure the uptake of our products. Additionally, certain areas do not have hospitals with the facilities to safely administer our therapy.*** Accordingly, we may only be able to launch our products with a limited number of ATCs, which could ultimately reduce the uptake of our products. Although we have a team allocated to authorize and monitor our ATCs, substantial resources and investment from us and each treatment center may be required. Additionally, the treatment center onboarding process can be complicated and requires extensive training, technical equipment, and coordination of processes. Once authorized, ATCs

1 will be required to ensure that their training, facilities, and treatment
2 capabilities are adequately maintained.

3 We have limited prior experience in the marketing, sale, and distribution of
4 biopharmaceutical products, and there are significant risks involved in the
5 building and managing of a commercial infrastructure. The establishment and
6 development of commercial capabilities, including a comprehensive
7 healthcare compliance program, to market any products we may develop will
8 be expensive and time consuming and could delay any product launch, and
9 we may not be able to successfully develop this capability. We, or our
10 collaborators, will have to compete with other pharmaceutical and
11 biotechnology companies to recruit, hire, train, manage, and retain marketing,
12 sales, and commercial support personnel. Although we have developed a
commercial infrastructure, in the event we are unable to continue to develop
a successful commercial infrastructure, we may not be able to commercialize
our current or future product candidates, which would limit our ability to
generate product revenues.

13 ***March 13, 2025 Barclays 27th Annual Global Health Conference***

14 103. On March 13, 2025, the Defendants presented at Barclays 27th Annual Global
15 Healthcare Conference. At this event, Defendant Kirby discussed the Company's fiscal
16 2025 guidance during a question-and-answer session. In pertinent part, Defendant Kirby
17 stated:

18 <Q: Peter Richard Lawson – Barclays Bank PLC – Research Analyst> ...
19 you've mentioned the product and the launch, just how should we think about
20 the factors influencing guidance, what brings you to the top and bottom end
21 of those ranges and what are the moving parts?

22 <A: Daniel G. Kirby> Sure. So the factors for the guidance really are our
23 existing ATCs. We have 70 ATCs that are stood up right now. And of those,
24 over 3/4 have done a tumor tissue procurement. Over 2/3 have done an actual
25 infusion to a patient and over half of them have infused multiple patients, 13%
26 are at that expert level of 10 plus. Our guidance really is about maximizing
27 for this year their progress through that spectrum to keep treating more and
28 more patients and to maximize the potential inside of those accounts.

We also simultaneously this year with the upper end, we have other initiatives

that are getting into the referral patterns with the community and looking at where they're sending patients, sending those to the expert accounts and standing up new ATCs where we know patients are flowing in. So that's the perspective on the guidance with it. We can do it with our existing ATCs, but we're also being opportunistic to see if we can get more volume of patients by increasing the referral patterns into them.

...

<Q: Peter Richard Lawson> ... are things positioned where 1Q could show an acceleration of growth? Or is it more back-end loaded? How should we be thinking about it?

<A: Daniel G. Kirby> It's a great question. We don't want to talk about first quarter right now until we have the earnings call. But what I would say is if you look at our initiatives with the accounts that are ramping up, we're having more enter into that expert level of 10-plus infusions. And then the other ones are ramping along and progressing with it. We're expecting significant half of this year with it, but we do feel that it will be more of a yearly look than a quarterly look.

104. The statements in ¶¶84-103 above were materially false and misleading and failed to disclose, *inter alia*, that: (1) the new ATCs were experiencing longer timelines to begin treating patients with Amtagvi; (2) the Company's sales team and new ATCs were ineffective in patient identification and patient selection for Amtagvi, leading to higher patient drop-offs; and (3) the foregoing dynamics led to higher costs and lower revenue because ATCs could not keep the pace with the manufactured product. As a result of the foregoing, the Company's statements about its business, operations, and prospects were materially false and misleading and/or lacked a reasonable basis at all relevant times.

The Truth Emerges

105. The truth fully emerged on May 8, 2025, after the market closed, when the Company released its first quarter 2025 financial results, reporting a quarterly total product revenue of \$49.3 million, a noteworthy decline from the prior quarter's \$73.7 million. Iovance also announced its full fiscal year 2025 total product revenue guidance, which reduced the previous prediction of \$450-\$475 million to \$250-\$300 million, over 40% at

the midpoint. The Company also stated its intent to revise its full-year guidance to reflect the recent launch dynamics of Amtagvi. On this day, Iovance issued a press release stating, in relevant part:

Iovance Biotherapeutics Reports Financial Results and Corporate Updates for First Quarter 2025

1Q25 Total Product Revenue

FY25 Total Product Revenue Guidance Revised to \$250M-\$300M

FY25 Operating Expenses Reduced and 2H26 Cash Runway Guidance Maintained

* * *

Frederick Vogt, Ph.D., J.D., Interim President and Chief Executive Officer of Iovance, stated, “During the start of the new year, our first quarter revenue was impacted by a significant reduction in capacity during the annual scheduled maintenance at the Iovance Cell Therapy Center (iCTC). Since the full production has now resumed at the iCTC, we now expect infusions to grow in the second quarter as compared to the first quarter. ***Additionally, based on our experience to date, we are revising full-year revenue guidance to reflect recent launch dynamics.*** In the first 12 months of our U.S. launch, we have executed toward our long-term adoption goals by treating more than 275 Amtagvi patients and generating more than \$210 million in revenue. Beyond the U.S. launch, we are on track this year for potential Amtagvi regulatory approvals in three new ex-U.S. markets as well as a clinical data update from our registrational trial in non-small cell lung cancer.”

First Quarter 2025 Financial Results, Corporate Guidance and Updates

Product Revenue and Guidance

- **First Quarter 2025 Total Product Revenue:** Iovance recognized total revenue of \$49.3 million from sales of Amtagvi and Proleukin during the first quarter ended March 31, 2025.
 - **1Q25 Amtagvi Revenue:** Product revenue from U.S. Amtagvi

sales was \$43.8 million, impacted by a reduction in capacity during annual scheduled maintenance at the iCTC. Production has resumed enabling full capacity for infusions in the second quarter of 2025. Iovance currently anticipates infusing between 100 and 110 commercial patients in the second quarter.

- **1Q25 Proleukin Revenue:** Product revenue also included \$5.7 million in Proleukin sales, primarily reflecting clinical and manufacturing use after stocking at major U.S. wholesalers in 2024. Significant orders are expected in the current quarter. Proleukin is used in the Amtagvi treatment regimen and other commercial, clinical, manufacturing, and research settings, which provide additional revenue.

* * *

- **Amtagvi Growth Potential at U.S. ATCs in 2025:** As of today, Iovance's treatment network of more than 80 ATCs includes an initial wave of 70 ATCs and more than 10 ATCs in process to become a second wave. Fifty-six ATCs completed tumor resections, 48 infused one or more patients, and 11 infused more than 10 patients. These trends highlight growing adoption and significant growth potential. Several new ATCs are expected to treat their first patients in the remaining weeks of the second quarter of 2025.
- **Full Year 2025 Total Product Revenue:** *Iovance is revising total product revenue guidance within the range of \$250 to \$200 million in the first full calendar year of Amtagvi sales. The updated forecast considers experience with ATC growth trajectories and treatment timelines for new ATCs.* Beyond ATCs, large community practices are expected to expand market opportunity. Amtagvi adoption will accelerate in 2025 with broader utilization and higher demand. Proleukin sales are also expected to accelerate throughout the remainder of 2025 with restocking to U.S. distributors and sales growth to manufacturers and for other clinical and manufacturing uses. Iovance expects significant growth in total product revenue for full year 2026 and beyond. Gross margins are expected to increase over time and remain on track to surpass 70% over the next several years.

106. Also on May 8, 2025, the Company held a conference call with analysts and

1 investors to discuss its first quarter 2025 financial results. During the call, Defendant Vogt
2 elaborated on the quarter's underperformance for Iovance and attributed the revenue
3 decline to three factors, including "the variable pace at which ATCs began treating
4 patients," which "differs from center to center." Defendant Vogt explained, in relevant part:

5 First, our internal manufacturing facility, *the iCTC completed annual*
6 *scheduled maintenance in December* of last year, as we previously discussed
7 on last quarter's call.

8 As a result of limited production starts for multi-week Amtagvi manufacturing
9 across our network, *capacity was reduced by more than half for about 1*
10 *month*. In addition, volume was impacted by higher rates of patient drop-off
11 and lower manufacturing success rates, but has since rebounded. Today, we
12 are seeing healthy demand with a record number of production starts in the
13 second quarter.

14 *Lower Proleukin sales were the second factor* contributing to lower first
15 quarter revenue. We expect 2 of the 3 largest U.S. [ship] wholesalers to start
16 replenishing Proleukin in line with growing Amtagvi demand in the second
17 quarter.

18 We're also growing the other components of our franchise, including sales of
19 Proleukin to third parties for use with manufacturing and clinical research.

20 *The third contributor to first quarter revenue was the variable pace at which*
21 *ATCs began treating patients and this differs from center to center*. For
22 context, 16% of ATCs have treated more than 10 patients. Our ATCs have
23 ample room to grow, and we anticipate near-term contributions from ATCs
24 that came online in the latter half of 2024 into 2025.

25 107. Further, in response to an analyst's question, Defendant Vogt elaborated:

26 Back in August, we were trying to give investors our best line of sight to what
27 we thought was going to happen. At that point, we were very well aware of
28 the high demand for the product, and we were ramping up our manufacturing
as fast as we could. So, we built our model on the back of how many
manufacturing slots we would make available maximum ramp.

Now, as we've gone, we've learned a lot about the launch, especially recently

1 as we watch some of the dynamics with the ATCs, we looked at our
2 experience with growth trajectories there. We look at the time lines it takes
3 for new ATCs to come on board and begin treating their first patients and how
4 they work through their processes. We're onboarding these large community
5 practices, which takes some time, and we're doing the community referral
6 process, which takes a lot of time, too.

7 And as we looked at that, we just decided that it was better and more accurate
8 for us to forecast guidance that we gave today to show you that we can still
9 make this product grow very, very substantially.

10 But now what we're going to do is we're just going to limit some of our
11 manufacturing slots. It ends up being essentially almost a neutral with respect
12 to how we use our cash, and we'll roll forward and we'll continue to succeed
13 on the launch. But we think we'll do it on terms that are, I think, a little bit
14 more in line with what we actually see at the ATCs.

15 108. Defendant Bellemin stated that "[c]osts of sales in the first quarter of 2025
16 was \$49.7 million, including \$15 million in period costs associated with patient drop-off
17 and manufacturing success rates, and increase quarter-over quarter." When asked what
18 drove the higher patient drops or lower manufacturing success in the quarter by an analyst,
19 Defendant Bilinsky replied, "Some of this – or much of this – is related to patient selection
20 and the tumor procurement technique . . . What gives us confidence in the success rate
21 trends that we see among ATCs who have been up and running for a long time and the
22 experience curve that they've been able to achieve."

23 109. The aforementioned press release and statements made by the Individual
24 Defendants directly contradict statements they made during the August 9, 2024, November
25 7, 2024, February 27, 2025, and March 13 2025 earnings and shareholder calls. Indeed,
26 during these calls, Defendants misleadingly praised the Company's alleged growth, the
27 unmet demand and significant awareness for their treatment, the rapid expansion and
28 adoption of the Company's ATCs for Amtagvi and Proleukin, and how those ATCs were
able to drive demand for Iovance's infusions. What the Defendants materially
misrepresented and failed to account for was the potential for a demand plateau or the

1 ability of the ATC to scale at the rapid pace assured by Defendants.

2 110. On this news, the price of the Company's stock fell \$1.42 per share, or
3 approximately 44.8%, from a closing price of \$3.17 per share on May 8, 2025 to close at
4 \$1.75 per share on May 9, 2025.

5 **DAMAGES TO IOVANCE**

6 111. As a direct and proximate result of the Individual Defendants' conduct,
7 Iovance has lost and will continue to lose and expend many millions of dollars.

8 112. Such expenditures include, but are not limited to, legal fees, costs, and any
9 payments for resolution of or to satisfy a judgment associated with the Securities Class
10 Actions, and amounts paid to outside lawyers, accountants, and investigators in connection
11 thereto.

12 113. Such expenditures also include, but are not limited to, fees, costs, and any
13 payments for resolution of or to satisfy judgments associated with any other lawsuits filed
14 against the Company or the Individual Defendants based on the misconduct alleged herein,
15 and amounts paid to outside lawyers, accountants, and investigators in connection thereto.

16 114. Such expenditures will also include costs incurred in any internal
17 investigations pertaining to violations of law, costs incurred in defending any
18 investigations or legal actions taken against the Company due to its violations of law, and
19 payments of any fines or settlement amounts associated with the Company's violations.

20 115. Additionally, these expenditures include, but are not limited to, unjust
21 compensation, benefits, and other payments provided to the Individual Defendants who
22 breached their fiduciary duties to the Company.

23 116. As a direct and proximate result of the Individual Defendants' conduct,
24 Iovance has also suffered and will continue to suffer a loss of reputation and goodwill, and
25 a "liar's discount" that will plague the Company's stock in the future due to the Company's
26 and their misrepresentations.

27 **DERIVATIVE ALLEGATIONS**

117. Plaintiffs bring this action derivatively and for the benefit of Iovance to redress injuries suffered, and to be suffered, as a result of the Individual Defendants' breaches of their fiduciary duties as directors and/or officers of Iovance, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and violations of the Exchange Act.

118. Iovance is named solely as a nominal party in this action. This is not a collusive action to confer jurisdiction on this Court that it would not otherwise have.

119. Plaintiffs are, and have been at all relevant times, shareholders of Iovance. Plaintiffs will adequately and fairly represent the interests of Iovance in enforcing and prosecuting its rights, and, to that end, have retained competent counsel, experienced in derivative litigation, to enforce and prosecute this action.

DEMAND FUTILITY ALLEGATIONS

120. Plaintiffs incorporate by reference and reallege each and every allegation stated above as if fully set forth herein.

121. A pre-suit demand on the Board is futile and, therefore, excused. When this action was filed, Iovance's Board consisted of the following seven individuals: Defendants Vogt, Dukes, Countouriotis, Maynard, Rothbaum, Weiser, and Yarno (the "Director-Defendants"). Plaintiffs need only to allege demand futility as to four of the seven Director-Defendants that were on the Board at the time this action was filed.

122. Demand is excused as to all of the Director-Defendants because each one of them faces, individually and collectively, a substantial likelihood of liability as a result of the scheme they engaged in to make and/or cause the Company to make false and misleading statements and omissions of material fact. This renders the Director-Defendants unable to impartially investigate the charges and decide whether to pursue action against themselves and the other perpetrators of the scheme.

123. In complete abdication of their fiduciary duties, the Director-Defendants either knowingly or recklessly caused or permitted Iovance to issue materially false and

1 misleading statements. Specifically, the Director-Defendants caused Iovance to issue false
2 and misleading statements which were intended to make Iovance appear more profitable
3 and attractive to investors. Moreover, the Director-Defendants caused the Company to fail
4 to maintain internal controls. As a result of the foregoing, the Director-Defendants
5 breached their fiduciary duties, face a substantial likelihood of liability, are not
6 disinterested, and demand upon them is futile, and thus excused.

7 124. Additional reasons that demand on Defendant Vogt is futile follow. Defendant
8 Vogt has served as Interim CEO and President of Iovance since June 2021. He has also
9 served as General Counsel of Iovance since July 2017 and as a director of Iovance since
10 June 2024. The Company provides Defendant Vogt with his principal occupation for which
11 he receives handsome compensation. Thus, as the Company admits, he is a non-
12 independent director. As the Company's highest officer and an influential member of the
13 Board, Defendant Vogt was ultimately responsible for all of the false and misleading
14 statements and omissions that were made during the Relevant Period, including those
15 which he personally made. In addition, he signed the false and misleading 2024 10-K and
16 certified accompanying SOX certifications regarding the same. As the Company's highest
17 officer, he conducted little, if any, oversight of the scheme to cause the Company to make
18 false and misleading statements, consciously disregarded his duties to monitor internal
19 controls over reporting and engagement in the scheme, and consciously disregarded his
20 duties to protect corporate assets. Moreover, Defendant Vogt is named as a defendant in
21 the Securities Class Actions. For these reasons, Defendant Vogt breached his fiduciary
22 duties, faces a substantial likelihood of liability, is not independent or disinterested, and
23 thus demand upon him is futile and, therefore, excused.

24 125. Additional reasons that demand on Defendant Dukes is futile follow.
25 Defendant Dukes has served as Chairman of the Board since August 2016. He also serves
26 as the Chair of the Nominating and Corporate Governance Committee. Defendant Dukes
27 has received and continues to receive handsome compensation for his role as a director. As
28

1 a Company director, Defendant Dukes also signed the false and misleading 2024 10-K. As
2 the trusted Chairman of the Company's Board, he conducted little, if any, oversight of the
3 scheme to cause the Company to make false and misleading statements, consciously
4 disregarded his duties to monitor internal controls over reporting and engagement in the
5 scheme, and consciously disregarded his duties to protect corporate assets. For these
6 reasons, Defendant Dukes breached his fiduciary duties, faces a substantial likelihood of
7 liability, is not independent or disinterested, and thus demand upon him is futile and,
8 therefore, excused.

9 126. Additional reasons that demand on Defendant Countouriotis is futile follow.
10 Defendant Countouriotis has served as a Company director since June 2019. She also
11 serves as a member of the Compensation Committee and as a member of the Nominating
12 and Corporate Governance Committee. Defendant Countouriotis has received and
13 continues to receive handsome compensation for her role as a director. As a Company
14 director, Defendant Countouriotis also signed the false and misleading 2024 10-K. As a
15 trusted Company director, she conducted little, if any, oversight of the scheme to cause the
16 Company to make false and misleading statements, consciously disregarded her duties to
17 monitor internal controls over reporting and engagement in the scheme, and consciously
18 disregarded her duties to protect corporate assets. For these reasons, Defendant
19 Countouriotis breached her fiduciary duties, faces a substantial likelihood of liability, is
20 not independent or disinterested, and thus demand upon her is futile and, therefore,
21 excused.

22 127. Additional reasons that demand on Defendant Maynard is futile follow.
23 Defendant Maynard has served as a Company director since February 2015. He also serves
24 as the Chair of the Audit Committee. Defendant Maynard has received and continues to
25 receive handsome compensation for his role as a director. As a Company director,
26 Defendant Maynard also signed the false and misleading 2024 10-K. As a trusted Company
27 director, he conducted little, if any, oversight of the scheme to cause the Company to make
28

1 false and misleading statements, consciously disregarded his duties to monitor internal
2 controls over reporting and engagement in the scheme, and consciously disregarded his
3 duties to protect corporate assets. Moreover, Defendant Maynard's insider sales, made
4 while the Company's stock price was artificially inflated as a result of the false and
5 misleading statement alleged herein, further demonstrate his motive in facilitating and
6 participating in the scheme. For these reasons, Defendant Maynard breached his fiduciary
7 duties, faces a substantial likelihood of liability, is not independent or disinterested, and
8 thus demand upon him is futile and, therefore, excused.

9 128. Additional reasons that demand on Defendant Rothbaum is futile follow.
10 Defendant Rothbaum has served as a Company director since June 2016. He also serves as
11 a member of the Compensation Committee and Scientific Committee. Defendant
12 Rothbaum has received and continues to receive handsome compensation for his role as a
13 director. As a Company director, Defendant Rothbaum also signed the false and misleading
14 2024 10-K. As a trusted Company director, he conducted little, if any, oversight of the
15 scheme to cause the Company to make false and misleading statements, consciously
16 disregarded his duties to monitor internal controls over reporting and engagement in the
17 scheme, and consciously disregarded his duties to protect corporate assets. For these
18 reasons, Defendant Rothbaum breached his fiduciary duties, faces a substantial likelihood
19 of liability, is not independent or disinterested, and thus demand upon him is futile and,
20 therefore, excused.

21 129. Additional reasons that demand on Defendant Weiser is futile follow.
22 Defendant Weiser has served as a Company director since March 2018. He also serves as
23 the Chair of the Compensation Committee and as a member of the Audit Committee,
24 Nominating and Corporate Governance Committee, and Scientific Committee. Defendant
25 Weiser has received and continues to receive handsome compensation for his role as a
26 director. As a Company director, Defendant Weiser also signed the false and misleading
27 2024 10-K. As a trusted Company director, he conducted little, if any, oversight of the
28

1 scheme to cause the Company to make false and misleading statements, consciously
2 disregarded his duties to monitor internal controls over reporting and engagement in the
3 scheme, and consciously disregarded his duties to protect corporate assets. For these
4 reasons, Defendant Weiser breached his fiduciary duties, faces a substantial likelihood of
5 liability, is not independent or disinterested, and thus demand upon him is futile and,
6 therefore, excused.

7 130. Additional reasons that demand on Defendant Yarno is futile follow.
8 Defendant Yarno has served as a Company director since June 2023. She also serves as a
9 member of the Audit Committee. Defendant Yarno has received and continues to receive
10 handsome compensation for her role as a director. As a Company director, Defendant
11 Yarno also signed the false and misleading 2024 10-K. As a trusted Company director, she
12 conducted little, if any, oversight of the scheme to cause the Company to make false and
13 misleading statements, consciously disregarded her duties to monitor internal controls over
14 reporting and engagement in the scheme, and consciously disregarded her duties to protect
15 corporate assets. For these reasons, Defendant Yarno breached her fiduciary duties, faces
16 a substantial likelihood of liability, is not independent or disinterested, and thus demand
17 upon her is futile and, therefore, excused.

18 131. Additional reasons that demand on the Board is futile follow.

19 132. Defendants Maynard (as Chair), Weiser, and Yarno (collectively, the “Audit
20 Committee Defendants”) served as members of the Audit Committee at all relevant times.
21 As such, they were responsible for the effectiveness of the Company’s internal controls,
22 the truth and accuracy of the Company’s financial statements, and the Company’s
23 compliance with applicable laws and regulations. During the Relevant Period, they violated
24 the Audit Committee Charter by engaging in or permitting the Company to engage in the
25 dissemination of materially false and misleading statements to the public and to facilitate
26 the Individual Defendants’ violations of law, including breaches of fiduciary duty and
27 violations of the Exchange Act; failed to adequately exercise their risk management and
28

1 risk assessment functions; and failed to ensure adequate Board oversight of the Company's
2 internal control over financial reporting, disclosure controls and procedures, and the Code
3 of Conduct. Thus, the Audit Committee Defendants breached their fiduciary duties, are not
4 independent or disinterested, and thus demand is excused as to them.

5 133. In violation of the Code of Conduct, the Director-Defendants conducted little,
6 if any, oversight of the Company's engagement in the Individual Defendants' scheme to
7 cause the Company to issue materially false and misleading statements to the public and to
8 facilitate and disguise the Individual Defendants' violations of law, including breaches of
9 fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, waste of
10 corporate assets, and violations of the Exchange Act. In further violation of the Code of
11 Conduct, the Director-Defendants failed to comply with laws and regulations, maintain the
12 accuracy of Company records and reports, avoid conflicts of interest, conduct business in
13 an honest and ethical manner, and properly report violations of the Code of Conduct. Thus,
14 the Director-Defendants face a substantial likelihood of liability and demand is futile as to
15 them.

16 134. Iovance has been and will continue to be exposed to significant losses due to
17 the wrongdoing complained of herein, yet the Director-Defendants have not filed any
18 lawsuits against themselves or any others who were responsible for that wrongful conduct
19 to attempt to recover for Iovance any part of the damages Iovance suffered and will
20 continue to suffer thereby. Thus, any demand upon the Director-Defendants would be
21 futile.

22 135. The Director-Defendants' conduct described herein and summarized above
23 could not have been the product of legitimate business judgment as it was based on bad
24 faith and intentional, reckless, or disloyal misconduct. Thus, none of the Director-
25 Defendants can claim exculpation from their violations of duty pursuant to the Company's
26 charter (to the extent such a provision exists). As a majority of the Director-Defendants
27 face a substantial likelihood of liability, they are self-interested in the transactions
28

1 challenged herein and cannot be presumed to be capable of exercising independent and
2 disinterested judgment about whether to pursue this action on behalf of the shareholders of
3 the Company. Accordingly, demand is excused as being futile.

4 136. The acts complained of herein constitute violations of fiduciary duties owed
5 by Iovance's officers and directors, and these acts are incapable of ratification.

6 137. The Director-Defendants may also be protected against personal liability for
7 their acts of mismanagement and breaches of fiduciary duty alleged herein by directors'
8 and officers' liability insurance if there is a directors' and officers' liability insurance
9 policy covering the Director-Defendants. The policy may contain provisions that eliminate
10 coverage for any action brought directly by the Company against the Director-Defendants,
11 known as, *inter alia*, the "insured-versus-insured exclusion." As a result, if the Director-
12 Defendants were to sue themselves or certain of the officers of Iovance, there would be no
13 directors' and officers' insurance protection. Accordingly, the Director-Defendants cannot
14 be expected to bring such a suit. On the other hand, if the suit is brought derivatively, as
15 this action is brought, such insurance coverage, if such an insurance policy exists, will
16 provide a basis for the Company to effectuate a recovery. Thus, demand on the Director-
17 Defendants is futile and, therefore, excused.

18 138. If there is no directors' and officers' liability insurance, then the Director-
19 Defendants will not cause Iovance to sue the Individual Defendants named herein, since,
20 if they did, they would face a large uninsured individual liability. Accordingly, demand is
21 futile in that event, as well.

22 139. Thus, for all of the reasons set forth above, all of the Director-Defendants,
23 and, if not all of them, at least four of the Director-Defendants, cannot consider a demand
24 with disinterestedness and independence. Consequently, a demand upon the Board is
25 excused as futile.

26
27 **FIRST CLAIM**
28 **Against the Individual Defendants for Breach of Fiduciary Duties**

1 140. Plaintiffs incorporate by reference and re-allege each and every allegation set
2 forth above, as though fully set forth herein.

3 141. Each Individual Defendant owed to the Company the duty to exercise candor,
4 good faith, and loyalty in the management and administration of Iovance's business and
5 affairs.

6 142. Each of the Individual Defendants violated and breached their fiduciary duties
7 of candor, good faith, loyalty, reasonable inquiry, oversight, and supervision.

8 143. The Individual Defendants' conduct set forth herein was due to their
9 intentional or reckless breach of the fiduciary duties they owed to the Company, as alleged
10 herein. The Individual Defendants intentionally or recklessly breached or disregarded their
11 fiduciary duties to protect the rights and interests of Iovance.

12 144. In breach of their fiduciary duties owed to Iovance, the Individual Defendants
13 willfully or recklessly made and/or caused the Company to make false and/or misleading
14 statements and/or omissions of material fact that failed to disclose, *inter alia*, that: (1) the
15 new Authorized Treatment Centers were experiencing longer timelines to begin treating
16 patients with Amtagvi; (2) the Company's sales team and new ATCs were ineffective in
17 patient identification and patient selection for Amtagvi, leading to higher patient drop-offs;
18 and (3) the foregoing dynamics led to higher costs and lower revenue because the ATCs
19 could not keep pace with the manufactured product. As a result of the foregoing, the
20 Company's statements about its business, operations, and prospects were materially false
21 and misleading and/or lacked a reasonable basis at all relevant times.

22 145. In further breach of their fiduciary duties, the Individual Defendants failed to
23 correct and/or caused the Company to fail to correct the false and/or misleading statements
24 and/or omissions of material fact referenced herein, which renders them personally liable
25 to the Company for breaching their fiduciary duties.

26 146. Also, in breach of their fiduciary duties, the Individual Defendants caused the
27 Company to fail to maintain internal controls.
28

1 147. In yet further breach of their fiduciary duties, during the Relevant Period, one
2 of the Individual Defendants engaged in lucrative insider sales, netting proceeds of
3 approximately \$503,000.

4 148. The Individual Defendants had actual or constructive knowledge that they had
5 caused the Company to issue materially false and misleading statements, and they failed to
6 correct the Company's public statements and representations. The Individual Defendants
7 had actual knowledge of the misrepresentations and omissions of material facts set forth
8 herein, or acted with reckless disregard for the truth, in that they failed to ascertain and to
9 disclose such facts, even though such facts were available to them. Such material
10 misrepresentations and omissions were committed knowingly or recklessly and for the
11 purpose and effect of artificially inflating the price of Iovance's securities.

12 149. The Individual Defendants had actual or constructive knowledge that they had
13 caused the Company to improperly engage in the fraudulent scheme set forth herein and to
14 fail to maintain internal controls. The Individual Defendants had actual knowledge that the
15 Company was engaging in the fraudulent scheme set forth herein, and that internal controls
16 were not adequately maintained, or acted with reckless disregard for the truth, in that they
17 caused the Company to improperly engage in the fraudulent scheme and to fail to maintain
18 adequate internal controls, even though such facts were available to them. Such improper
19 conduct was committed knowingly or recklessly and for the purpose and effect of
20 artificially inflating the price of Iovance's securities and disguising insider sales. The
21 Individual Defendants, in good faith, should have taken appropriate action to correct the
22 scheme alleged herein and to prevent it from continuing to occur.

23 150. These actions were not a good-faith exercise of prudent business judgment to
24 protect and promote the Company's corporate interests.

25 151. As a direct and proximate result of the Individual Defendants' breaches of
26 their fiduciary obligations, Iovance has sustained and continues to sustain significant
27 damages. As a result of the misconduct alleged herein, the Individual Defendants are liable
28

1 to the Company.

2 152. Plaintiffs, on behalf of Iovance, have no adequate remedy at law.

3
4 **SECOND CLAIM**

5 **Against the Individual Defendants for Unjust Enrichment**

6 153. Plaintiffs incorporate by reference and re-allege each and every allegation set
7 forth above, as though fully set forth herein.

8 154. By their wrongful acts, violations of law, and false and misleading statements
9 and omissions of material fact that they made and/or caused to be made, the Individual
10 Defendants were unjustly enriched at the expense of, and to the detriment of, Iovance.

11 155. The Individual Defendants either benefitted financially from the improper
12 conduct, or received bonuses, stock options, or similar compensation from Iovance that
13 was tied to the performance or artificially inflated valuation of Iovance or received
14 compensation or other payments that were unjust in light of the Individual Defendants' bad
15 faith conduct. This includes lavish compensation, benefits, and other payments provided
16 to the Individual Defendants who breached their fiduciary duties to the Company.

17 156. Plaintiffs, as shareholders and representatives of Iovance, seek restitution
18 from the Individual Defendants and seek an order from this Court disgorging all profits,
19 including from insider transactions, the redemption of preferred stock, benefits, and other
20 compensation, including any performance-based or valuation-based compensation,
21 obtained by the Individual Defendants due to their wrongful conduct and breach of their
22 fiduciary and contractual duties.

23 157. Plaintiffs, on behalf of Iovance, have no adequate remedy at law.

24 **THIRD CLAIM**

25 **Against the Individual Defendants for Abuse of Control**

26 158. Plaintiffs incorporate by reference and re-allege each and every allegation set
27 forth above, as though fully set forth herein.

28 159. The Individual Defendants' misconduct alleged herein constituted an abuse of

1 their ability to control and influence Iovance, for which they are legally responsible.

2 160. As a direct and proximate result of the Individual Defendants' abuse of
3 control, Iovance has sustained significant damages. As a result of the misconduct alleged
4 herein, the Individual Defendants are liable to the Company.

5 161. Plaintiffs, on behalf of Iovance, have no adequate remedy at law.

7 **FOURTH CLAIM**

8 **Against the Individual Defendants for Gross Mismanagement**

9 162. Plaintiffs incorporate by reference and re-allege each and every allegation set
10 forth above, as though fully set forth herein.

11 163. By their actions alleged herein, the Individual Defendants, either directly or
12 through aiding and abetting, abandoned and abdicated their responsibilities and fiduciary
13 duties with regard to prudently managing the assets and business of Iovance in a manner
14 consistent with the operations of a publicly held corporation.

15 164. As a direct and proximate result of the Individual Defendants' gross
16 mismanagement and breaches of duty alleged herein, Iovance has sustained and will
17 continue to sustain significant damages.

18 165. As a result of the misconduct and breaches of duty alleged herein, the
19 Individual Defendants are liable to the Company.

20 166. Plaintiffs, on behalf of Iovance, have no adequate remedy at law.

21 **FIFTH CLAIM**

22 **Against the Individual Defendants for Waste of Corporate Assets**

23 167. Plaintiffs incorporate by reference and re-allege each and every allegation set
24 forth above, as though fully set forth herein.

25 168. The Individual Defendants caused the Company to pay the Individual
26 Defendants excessive salaries and fees, to the detriment of the shareholders and the
27 Company.

28 169. As a result of the foregoing, and by failing to properly consider the interests

1 of the Company and its public shareholders, the Individual Defendants have caused
2 Iovance to waste valuable corporate assets, to incur many millions of dollars of legal
3 liability and/or costs to defend unlawful actions, to engage in internal investigations, and
4 to lose financing from investors and business from future customers who no longer trust
5 the Company and its products.

6 170. As a result of the waste of corporate assets, the Individual Defendants are each
7 liable to the Company.

8 171. Plaintiffs, on behalf of Iovance, have no adequate remedy at law.

9
10 **SIXTH CLAIM**

11 **Against Defendants Vogt, Bellemin, Bilinsky, and Kirby for Contribution Under
12 Sections 10(b) and 21D of the Exchange Act**

13 172. Plaintiffs incorporate by reference and re-allege each and every allegation set
14 forth above, as though fully set forth herein.

15 173. Iovance and Defendants Vogt, Bellemin, Bilinsky, and Kirby are named as
16 defendants in the Securities Class Actions, which assert claims under the federal securities
17 laws for violations of Sections 10(b) and 20(a) of the Exchange Act, and SEC Rule 10b-5
18 promulgated thereunder. If and when the Company is found liable in the Securities Class
19 Actions for these violations of the federal securities laws, the Company's liability will be
20 in whole or in part due to Defendant Vogt's, Defendant Bellemin's, Defendant Bilinsky's,
21 and Defendant Kirby's willful and/or reckless violations of their obligations as officers
22 and/or directors of the Company.

23 174. Defendants Vogt, Bellemin, Bilinsky, and Kirby, because of their positions of
24 control and authority as officers and/or directors of the Company, were able to and did,
25 directly and/or indirectly, exercise control over the business and corporate affairs of the
26 Company, including the wrongful acts complained of herein and in the Securities Class
27 Actions.

28 175. Accordingly, Defendants Vogt, Bellemin, Bilinsky, and Kirby are liable under

1 15 U.S.C. § 78j(b), which creates a private right of action for contribution, and Section
 2 21D of the Exchange Act, 15 U.S.C. § 78u-4(f), which governs the application of a private
 3 right of action for contribution arising out of violations of the Exchange Act.

4 176. As such, Iovance is entitled to receive all appropriate contribution or
 5 indemnification from Defendants Vogt, Bellemin, Bilinsky, and Kirby.

7 **PRAYER FOR RELIEF**

8 FOR THESE REASONS, Plaintiffs demand judgment in the Company's favor
 9 against all Individual Defendants as follows:

10 (a) Declaring that Plaintiffs may maintain this action on behalf of Iovance,
 11 and that Plaintiffs are adequate representatives of the Company;

12 (b) Declaring that the Individual Defendants have breached and/or aided
 13 and abetted the breach of their fiduciary duties to Iovance;

14 (c) Determining and awarding to Iovance the damages sustained by it as a
 15 result of the violations set forth above from each of the Individual Defendants, jointly and
 16 severally, together with pre-judgment and post-judgment interest thereon;

17 (d) Directing Iovance and the Individual Defendants to take all necessary
 18 actions to reform and improve Iovance's corporate governance and internal procedures to
 19 comply with applicable laws and to protect Iovance and its shareholders from a repeat of
 20 the damaging events described herein, including, but not limited to, putting forward for
 21 shareholder vote the following resolutions for amendments to the Company's Bylaws
 22 and/or Certificate of Incorporation and the following actions as may be necessary to ensure
 23 proper corporate governance policies:

- 24 1. a proposal to strengthen the Board's supervision of operations and develop
 25 and implement procedures for greater shareholder input into the policies
 26 and guidelines of the Board;
- 27 2. a provision to permit the shareholders of Iovance to nominate at least four
 28

1 candidates for election to the Board;

2 3. a proposal to ensure the establishment of effective oversight of compliance
3 with applicable laws, rules, and regulations;

4 (e) Awarding Iovance restitution from Individual Defendants, and each of them;

5 (f) Awarding Plaintiffs the costs and disbursements of this action, including
6 reasonable attorneys' and experts' fees, costs, and expenses; and

7 (g) Granting such other and further relief as the Court may deem just and proper.

8 **JURY TRIAL DEMANDED**

9 Plaintiffs hereby demand a trial by jury.
10

11 Dated: June 5, 2025

Respectfully submitted,

13 **THE BROWN LAW FIRM, P.C.**

14 /s/Robert C. Moest

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28 *Attorneys for Plaintiff*

VERIFICATION

I, Samhita Gera, am a plaintiff in the within action. I have reviewed the allegations made in this Shareholder Derivative Complaint, know the contents thereof, and authorize its filing. To those allegations of which I have personal knowledge, I believe those allegations to be true. As to those allegations of which I do not have personal knowledge, I rely upon my counsel and their investigation and believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of June, 2025.

DocuSigned by:

CF385B635442498...
Samhita Gera

VERIFICATION

I, Denish Bhavsar, am a plaintiff in the within action. I have reviewed the allegations made in this Shareholder Derivative Complaint, know the contents thereof, and authorize its filing. To those allegations of which I have personal knowledge, I believe those allegations to be true. As to those allegations of which I do not have personal knowledge, I rely upon my counsel and their investigation and believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of June, 2025.

DocuSigned by:
Denish Bhavsar
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Denish Bhavsar